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PROPOSED COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Joint Administration Requested)
	§	

**MOTION OF DEBTORS FOR INTERIM AND FINAL ORDERS
(I) AUTHORIZING CONTINUED USE OF EXISTING CASH MANAGEMENT
SYSTEM, INCLUDING MAINTENANCE OF EXISTING BANK ACCOUNTS,
CHECKS, AND BUSINESS FORMS, AND (II) AUTHORIZING CONTINUATION OF
EXISTING DEPOSIT PRACTICES**

The above-captioned debtors and debtors in possession (the “**Debtors**”) hereby move (the “**Motion**”) for entry of interim and final orders substantially in the forms annexed hereto as Exhibit B and Exhibit C (the “**Interim Order**” and the “**Final Order**”) respectively, pursuant to sections 105(a), 345, 363, and 364 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 6003 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), (i) authorizing, but not directing, the Debtors to continue to maintain and use their

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as Exhibit A. The Debtors’ mailing address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

existing cash management system, including maintenance of existing bank accounts, checks, and business forms; (ii) granting the Debtors a waiver of certain bank account and related requirements of the Office of the United States Trustee for the Northern District of Texas (the “**U.S. Trustee**”) to the extent that such requirements are inconsistent with the Debtors’ practices under their existing cash management system or other actions described herein; and (iii) authorizing, but not directing, the Debtors to continue to maintain and use their existing deposit practices notwithstanding the provisions of Bankruptcy Code section 345(b). In support of the Motion, the Debtors rely upon the *Declaration of Kevin O'Halloran, Chief Restructuring Officer of Senior Care Centers, LLC, in Support of Chapter 11 Petitions and First Day Pleadings*, filed with the Court concurrently herewith (the “**First Day Declaration**”). In further support of the Motion, the Debtors, by and through their undersigned counsel, respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). The Debtors consent to entry of a final order under Article III of the United States Constitution.

2. Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a), 345, 363, and 364, and Bankruptcy Rule 6003.

BACKGROUND

A. General Background

4. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court commencing a case for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”).

5. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases is set forth in the First Day Declaration and incorporated herein by reference.

6. The Debtors continue to operate their businesses and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

7. No trustee or examiner, or official committee of unsecured creditors has been appointed in the Chapter 11 Cases.

8. In the ordinary course of business, the Debtors maintain approximately 328 bank accounts (the “**Debtors Bank Accounts**”) and a cash management system that utilizes different mechanics across (a) facility-level bank accounts, (b) corporate-level bank accounts, and (c) management-entity level bank accounts (the “**Cash Management System**”). The Cash Management System is integral to the operation and administration of the Debtors’ businesses. The Cash Management System allows the Debtors to monitor and control all of the Debtors’ cash receipts and disbursements, identify the cash requirements of the Debtors, and transfer cash as needed to respond to the cash requirements of the Debtors.

9. A diagram reflecting the flow of funds through the Debtor Bank Accounts in the Cash Management System is annexed hereto as Attachment 2. The amount of funds that flow through the Cash Management System on a monthly basis fluctuates greatly depending on, among other things, new client deposits, census level, and depositing of checks in transit.

B. The Debtors’ Facility Level Bank Accounts and Cash Management

10. There are 318 facility-level bank accounts across 106 facilities. Each facility maintains three banks accounts, all at CIBC, for (a) government receivables (“**Facility Government Receivables**”), (b) private pay and insurance receivables (“**Facility Non-Government Receivables**”), and (c) facility payables (“**Facility Disbursements**”).

11. Receivables are deposited directly into the facility bank account either by check or Automated Clearing House (“ACH”) transfers. Government receivables and insurance receivables are primarily paid by ACH. All private pay checks received at the facility are deposited into the Facility Non-Government Receivable account. If the private pay check is sent to the corporate office, then corporate personnel deposit the checks received into the Facility Non- Government Receivable account.

12. Vendor check runs occur on a daily basis and are initiated at the corporate office. The checks are issued at the facility level and the bank account is funded once the check clears the bank. The Facility Disbursement accounts get funded daily to pay for all cleared checks. Wire payments are made from the corporate office to large vendors on a discretionary basis and costs are allocated to the facilities through journal entries on a monthly basis. No cash is transferred from the facilities to corporate for the large vendor wires.

13. The facilities do not maintain any cash balances including petty cash, as all accounts are swept on a daily basis. All facility employee expenses are submitted to the corporate office and paid through expense checks out of the Facility Disbursement accounts. Mileage expense reports are paid through direct deposit into the employees bank accounts out of the Facility Disbursement accounts. Certain employees are issued purchase cards (“**P-cards**”) with pre-set limits to pay for expenses. The P-cards are issued by Elan Financial Services, and the approximate monthly spend on account of the P-cards is \$220,000. The P-cards are paid in full by the Corporate Disbursement account (defined below) on a monthly basis.

C. The Debtors’ Corporate Level Bank Accounts and Cash Management²

14. There are four (4) corporate level bank accounts, all with CIBC, for (a) HUD facility receivables Concentration (“**HUD Facility Concentration**”), (b) Non-HUD facility

² The Debtors’ corporate level bank accounts are in the name of Senior Care Centers, LLC

receivable account (“**Non-HUD Concentration Account**”), (c) Gamble Hospice Concentration Account (“**Hospice Concentration Account**”), and (d) corporate disbursements (“**Corporate Disbursement Account**”).

15. Cash is swept for both government receivable concentration accounts and non-government receivable concentration accounts, on a daily basis, to the applicable concentration account. The three (3) corporate receivable accounts are used to fund the Corporate Disbursement Account on a daily basis as checks clear. The Corporate Disbursement Account is only funded when checks clear the bank and otherwise maintains a zero balance on a daily basis. All checks are cut and sent on a daily basis, for all bank accounts including Facility Disbursement accounts, from the corporate office.

16. Payroll is funded from the Corporate Disbursement Account to each facility’s account, which then pays ADP. ADP then issues the check directly to the employees. Payroll funding occurs on the 9th and 24th of every month to ADP, the payroll provider. Payroll is funded to employees twice a month on the 10th and 25th either through direct deposit or check from ADP. The 401(k) employee contribution withholding is funded twice a month from the Corporate Disbursement Account. Employee medical and dental benefits are self-insured and claims are paid on a daily basis to the insurance providers from the Health Benefits Trust Disbursement Account. Elective benefits are paid on a monthly basis to ADP insurance agency.

17. The primary vendor with automatic funding access is CIBC Bank USA (“**CIBC**”) for bank debt interest payments. These amounts are automatically drawn from the Corporate Disbursement Account. Most other vendor payments are manually issued through checks, ACH, and wire transfers on a daily basis.

D. The Debtors' Management Entity Bank Accounts and Cash Management³

18. There are an additional four (4) bank accounts, all with CIBC, two for Senior Case Center Management LLC and two for Senior Rehab Solutions LLC (the “**Management Entities**”). Each Management Entity maintains a receivable account and a disbursement account. These accounts collect receivables and are used to pay account payables. The accounts are swept on a daily basis to the Non-HUD Concentration Account and do not maintain a balance.

19. As the foregoing overview reflects, the Cash Management System is specifically designed for administering the Debtors' businesses, and cannot be altered without significant disruption to the Debtors' business operations and material distraction to the Debtors' management. The Debtors, therefore, request that the Court authorize them to continue using the existing Cash Management System, and to transfer funds into, out of, and through the Cash Management System as the Debtors did prepetition including, without limitation, any prepetition cash management agreements, bank account terms and conditions, or treasury services agreements (collectively, the “**Bank Account Agreements**”).

RELIEF REQUESTED

20. By this Motion, the Debtors seek entry of the Interim and Final Orders, substantially in the forms of Exhibit B and Exhibit C attached hereto, (a) authorizing, but not directing, the Debtors to continue to maintain and use their existing cash management system, including maintenance of existing bank accounts, checks, and business forms; (b) granting the Debtors a waiver of certain bank account and related requirements of the U.S. Trustee to the extent that such requirements are inconsistent with the Debtors' practices under their existing cash management system or other actions described herein; and (c) authorizing, but not directing,

³ The Debtors' management-entity level bank accounts relate to the entities Senior Care Center Management, LLC and Senior Rehab Solutions, LLC.

the Debtors to continue to maintain and use their existing deposit practices notwithstanding the provisions of Bankruptcy Code section 345(b). The Debtors also request that the Court authorize and direct all banks with which the Debtors maintain accounts to continue to maintain, service, and administer such accounts and authorize third-party payroll and benefits administrators and providers to prepare and issue checks on behalf of the Debtors.

BASIS FOR RELIEF

A. The Debtors Should Be Authorized to Continue to Use Their Existing Cash Management System and the Debtor Bank Accounts

21. The Cash Management System is an ordinary course, customary, and essential business practice, the continued use of which is essential to the Debtors' business operations during the Chapter 11 Cases and their goal of maximizing value for the benefit of all parties in interest. To require the Debtors to adopt a new cash management system at this early and critical stage would be expensive, impose needless administrative burdens, and cause undue disruption. Any disruption in the collection of funds as currently implemented would adversely (and perhaps irreparably) affect the Debtors' ability to maximize estate value. Moreover, such a disruption would be wholly unnecessary because the Cash Management System provides a valuable and efficient means for the Debtors to address their cash management requirements and, to the best of the Debtors' knowledge, the majority of the Debtor Bank Accounts are held at financially stable institutions insured in the United States by the Federal Deposit Insurance Corporation ("FDIC"). For the aforementioned reasons, maintaining the existing Cash Management System without disruption is in the best interests of the Debtors, their estates, and all interested parties. Accordingly, the Debtors request that they be allowed to maintain and continue to use the Cash Management System, including maintenance of their existing Debtor Bank Accounts.

22. As part of the relief requested herein, and to ensure that their transition into chapter 11 is as smooth as possible, the Debtors seek an order authorizing the Debtors to (a) maintain and continue to use the Debtor Bank Accounts, including but not limited to those accounts listed on Attachment 1 hereto, in the same manner and with the same account numbers, styles, and document forms as are currently employed; (b) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course by all usual means, including checks, wire transfers, drafts, and electronic fund transfers or other items presented, issued, or drawn on the Debtor Bank Accounts; (c) pay ordinary course bank fees in connection with the Debtor Bank Accounts, including prepetition fees; (d) perform their obligations under the documents and agreements governing the Debtor Bank Accounts; and (e) for all purposes, treat the Debtor Bank Accounts as accounts of the Debtors in their capacity as debtors-in-possession.

23. If the relief requested herein is granted, the Debtors will implement appropriate mechanisms to ensure that no payments will be made on any debts incurred by the Debtors prior to the Petition Date, other than those authorized by this Court. To prevent the possible inadvertent payment of prepetition claims against the Debtors, except those otherwise authorized by the Court, the Debtors will work closely with the banks at which the Debtor Bank Accounts are maintained (each a “**Bank**” and, collectively, the “**Banks**”) to ensure appropriate procedures are in place to prevent checks issued by the Debtors prepetition from being honored absent this Court’s approval and to ensure that no third-party with automatic debit capabilities is able to debit amounts attributable to the Debtors’ prepetition obligations.

24. The Debtors request that no Bank that implements such handling procedures and then honors a prepetition check or other item drawn on any account that is the subject of this Motion (a) at the direction of the Debtors to honor such prepetition check or item, (b) in a good

faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as a result of a good faith error made despite implementation of reasonable item handling procedures, be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item being honored postpetition. The Debtors believe that such flexibility accorded the Banks is necessary to induce the Banks to continue providing cash management services to the Debtors.

25. The Debtors further request that the Banks be authorized to deduct from the appropriate Debtor Bank Accounts the Banks' fees and expenses (the "**Bank Fees and Expenses**"), and that no liens on any Debtor Bank Accounts take priority over the Bank Fees and Expenses, except as set forth in any deposit agreements between the Debtors and the Banks.

26. Additionally, in each instance in which the Debtors hold one or more accounts at a bank that is a party to a Uniform Depository Agreement with the U.S. Trustee, within fifteen (15) days of the date of entry of an interim or final order granting this Motion, the Debtors will (a) contact such bank, (b) provide such bank with the Debtors' employer identification numbers, and (c) identify each of their accounts held at such bank as held by a debtor-in-possession in a bankruptcy case. If the Debtors hold one or more accounts at a bank that is not a party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors will use their good faith efforts to cause such bank to execute a Uniform Depository Agreement in a form prescribed by the Office of the U.S. Trustee within forty-five (45) days of the date of entry of an interim or final order granting this Motion.

27. In the interest of maintaining the continued and efficient operation of the Cash Management System during the pendency of the Chapter 11 Cases, the Debtors request that all Banks be authorized and directed to continue to administer, service, and maintain the Debtor

Bank Accounts as such accounts were administered, serviced, and maintained prepetition, without interruption and in the ordinary course (including making deductions for Bank Fees and Expenses), and, when requested by the Debtors in their sole discretion, to honor any and all checks, drafts, wires, electronic fund transfers, or other items presented, issued, or drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising on or after the Petition Date.

28. The Debtors further request that they be authorized to implement such reasonable changes to the Cash Management System as the Debtors may deem necessary or appropriate (subject to the documents governing the CIBC credit facility), including, without limitation, closing any of the Debtor Bank Accounts and opening any additional bank accounts following the Petition Date (the “**New Accounts**”) wherever the Debtors deem that such accounts are needed or appropriate and whether or not the banks in which the accounts are opened are designated approved depositories in the Northern District of Texas. Notwithstanding the foregoing, any New Accounts that the Debtors open will be at banks that have executed a Uniform Depository Agreement with the U.S. Trustee, or at such banks that are willing to immediately execute such an agreement, and any New Account that the Debtors open in the United States will be (a) at one of the existing Banks or with a bank that is organized under the laws of the United States of America or any state therein and that is insured by the FDIC, and (b) designated a “Debtor-in-Possession” account by the relevant bank. The Debtors request that the relief sought by this Motion extend to any New Accounts and that any order approving this Motion provide that the New Accounts are deemed to be Debtor Bank Accounts that are similarly subject to the rights, obligations, and relief granted in such order. The Debtors will provide the U.S. Trustee with prompt notice of any Debtor Bank Accounts that they close or

New Accounts that they open. In furtherance of the foregoing, the Debtors also request that the relevant banks be authorized to honor the Debtors' requests to open or close (as the case may be) such Debtor Bank Account(s) or New Account(s).

B. The Debtors Should Be Granted Authority to Continue to Use Existing Checks and Business Forms

29. To minimize expenses to their estates, the Debtors seek authorization to continue using all checks substantially in the forms existing immediately prior to the Petition Date, without reference to the Debtors' status as a debtor in possession; provided, however, that in the event the Debtors generate new checks during the pendency of the Chapter 11 Cases other than from their existing stock of checks, such checks will include a legend referring to the Debtor as a "Debtor in Possession." The Debtors also seek authority to use all correspondence and other business forms (including, without limitation, letterhead, purchase orders, and invoices) without reference to the Debtors' status as a debtor in possession.⁴

30. Changing the Debtors' existing checks, correspondence, and other business forms would be expensive, unnecessary, and burdensome to the Debtors' estates. Further, such changes would disrupt the Debtors' business operations and would not confer any benefit upon parties that deal with the Debtors. For these reasons, the Debtors request that they be authorized to use their existing check stock, correspondence, and other business forms without being required to place the label "Debtor-in-Possession" on any of the foregoing.

⁴ Although the operating guidelines established for a debtor in possession by the U.S. Trustee would require the Debtors to obtain and use new checks bearing the "Debtor in Possession" designation, the Debtors do not believe that such guidelines impose any limitation on the Debtors' other correspondence and business forms. Nevertheless, out of an abundance of caution, the Debtors seek explicit authority to continue using their existing correspondence and business forms without reference to the Debtors' status as a debtor in possession.

C. The Debtors Should Be Granted a Waiver of Certain Requirements of the U.S. Trustee

31. The Debtors further request, pursuant to Bankruptcy Code sections 105(a) and 363, that this Court grant a waiver of certain bank account and related requirements of the U.S. Trustee to the extent that such requirements are inconsistent with (a) the Debtors' existing practices under the Cash Management System or (b) any action taken by the Debtors in accordance with any order granting this Motion or any other order entered in the Chapter 11 Cases. To supervise the administration of chapter 11 cases, the U.S. Trustee has established certain operating guidelines for debtors in possession. These requirements (the "**UST Requirements**") require chapter 11 debtors to, among other things: (a) close all existing bank accounts and open new debtor in possession bank accounts; (b) establish one debtor-in-possession account for all estate monies required for the payment of taxes, including payroll taxes; (c) maintain a separate debtor in possession account for cash collateral; and (d) obtain checks for all debtor in possession accounts that bear (i) the designation "Debtor-In-Possession," (ii) the bankruptcy case number, and (iii) the type of account. The UST Requirements are designed to clearly demarcate prepetition transactions and operations from postpetition transactions and operations, and to prevent the inadvertent postpetition payment of prepetition claims. As set forth above, the Debtors submit that (a) they are able to work with the Banks to ensure that this goal of separation between the prepetition and postpetition periods is observed and (b) enforcement of certain of these UST Requirements would disrupt the Debtors' operations and impose a financial burden on the Debtors' estates.

32. It would be onerous for the Debtors to meet the UST Requirements to close all existing bank accounts and open a new debtor in possession account. Indeed, this requirement would unnecessarily inconvenience the Debtors. Further, it would be unnecessary and inefficient

to require the Debtors to abide by the UST Requirements to establish specific debtor in possession accounts for tax payments (including payroll taxes) and to deposit to such accounts sufficient funds to pay any tax liability (when incurred) associated with the Debtors' payroll and other tax obligations. The Debtors can pay their tax obligations most efficiently from their existing Debtor Bank Accounts in accordance with their existing practices, and the U.S. Trustee will have wide latitude to monitor the flow of funds into and out of such accounts. The creation of new debtor in possession accounts designated solely for tax obligations would be unnecessarily burdensome.

33. In addition, it is unnecessary to require the Debtors to abide by the UST Requirement to establish specific debtor in possession accounts for cash collateral. As set forth in the Debtors' cash collateral motion, the Debtors have provided significant safeguards to ensure that parties with security interests in the Debtors' cash collateral are adequately protected and that such parties have been provided with notice of the proposed use of such cash collateral.

34. In larger chapter 11 cases, courts have routinely waived the requirements of the UST Requirements, recognizing that they are often impractical and potentially detrimental to a debtor's postpetition business operations and restructuring efforts. *Southmark Corp. v. Grosz (In re Southmark Corp.)*, 49 F.3d 1111, 1114 (5th Cir. 1995) (finding that the cash management system allows the debtor "to administer more efficiently and effectively its financial operations and assets"); *Official Comm. of Unsecured Creditors of the Columbia Gas Transmission Corp. v. Columbia Gas Sys. Inc. (In re Columbia Gas Sys., Inc.)*, 997 F.2d 1039, 1061 (3rd Cir. 1993) (finding that a requirement to maintain all accounts separately "would be a huge administrative burden and economically inefficient"); *see also In re Taco Bueno Restaurants, Inc.*, Case No. 18-33678 (SGJ) (Bankr. N.D. Tex. Nov. 7, 2018) [Doc. No. 44]; *In re Think Finance, LLC*, Case

No. 17-33964 (HDH) (Bankr. N.D. Tex. Nov. 21, 2017) [Doc. No. 136]; *In re CHC Group Ltd.*, Case No. 16-31854 (BJH) (Bankr. N.D. Tex. June 9, 2016) [Doc. No. 288]; *In re Energy & Exploration Partners, Inc.*, Case No. 15-44931 (RFN) (Bankr. N.D. Tex. Dec. 10, 2015) [Doc. No. 427]; *In re ALCO Stores, Inc.*, Case No. 14-34941 (SGJ) (Bankr. N.D. Tex. Oct. 16, 2014) [Doc. No. 70]; *In re Reddy Ice Holdings, Inc.*, Case No. 12-32349 (SGJ) (Bankr. N.D. Tex. Apr. 19, 2012) [Doc. No. 110]; *In re IDEARC Inc.*, Case No. 09-31828 (BJH) (Bankr. N.D. Tex. Apr. 19, 2009) [Doc. No. 156]; *In re Pilgrim Corp., et al.*, Case No. 08-45664 (MXM) (Bankr. N.D. Tex. Dec. 1, 2008) [Doc. No. 69]; *In re Paragon Offshore PLC, Case No. 16-10386 (CSS)* (Bankr. D. Del. Feb. 17, 2016) [Doc. No. 73]; *In re Offshore Group Investment Limited*, Case No. 15-12422 (BLS) (Bankr. D. Del. Dec. 4, 2015) [Doc. No. 45]. Similar authorization is appropriate in these Chapter 11 Cases.

D. The Debtors Should Be Authorized to Continue Their Deposit Practices

35. As part of the Cash Management System, the Debtors routinely deposit funds into the Debtor Bank Accounts (the “**Deposit Practices**”). The Debtors request (a) authorization to continue to deposit funds in accordance with existing practices under the Cash Management System, subject to any reasonable changes the Debtors may implement to the Cash Management System, and (ii) a waiver of the deposit requirements of Bankruptcy Code section 345(b), on an interim basis, to the extent that such requirements are inconsistent with the Deposit Practices. For the avoidance of doubt, to the extent any of the Debtor Bank Accounts may be classified as investment accounts, or to the extent any of the Debtors’ routine deposits into Debtor Bank Accounts may be regarded as investment activity, the Debtors hereby seek authorization to continue to deposit funds into such Debtor Bank Accounts in accordance with existing practices, notwithstanding the requirements of Bankruptcy Code section 345(b).

APPLICABLE AUTHORITY

A. The Bankruptcy Code Permits the Debtors to Continue to Use the Cash Management System and the Debtor Bank Accounts

36. Bankruptcy Code section 363(c)(1) authorizes a debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). The purpose of section 363(c)(1) is to provide a debtor in possession “flexibility to engage in ordinary transactions” required to operate its business without unneeded oversight by its creditors or the court. *In re Roth Am., Inc.*, 975 F.2d 949, 952 (3d Cir. 1992) (“Section 363 is designed to strike [a] balance, allowing a business to continue its daily operations without excessive court or creditor oversight and protecting secured creditors and others from dissipation of the estate’s assets.”); *In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007). The authority granted by Bankruptcy Code section 363(c)(1) extends to a debtor in possession’s continued use of its customary cash management system and, thus, supports the relief requested. *See, e.g., Charter Co. v. Prudential Ins. Co. Am. (In re Charter Co.)*, 778 F.2d 617, 621 (11th Cir. 1985) (indicating that an order authorizing the debtor to employ a cash management system that was “usual and customary in the past” was “entirely consistent” with Bankruptcy Code section 363(c)(1)); *Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996) (included within the scope of Bankruptcy Code section 363(c) is a debtor’s ability to continue “routine transactions” necessitated by a debtor’s cash management system).

37. Moreover, Bankruptcy Code section 364(a) authorizes a debtor in possession to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing. *See* 11 U.S.C. § 364(a). This provision further supports the relief requested,

and provides the Debtors with the ability, to the extent necessary, to obtain unsecured credit and incur unsecured debt in the ordinary operation of the Cash Management System.

38. Bankruptcy Code section 105(a) also authorizes this Court to permit the Debtors to continue to use the Cash Management System, including maintenance of their existing Debtor Bank Accounts. Bankruptcy Code section 105(a) vests in this Court the power to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The continuation of the Cash Management System, including the continued use of the Debtor Bank Accounts, is essential to the efficient administration of the Chapter 11 Cases and to the Debtors’ efforts to maximize estate value for all parties in interest. Indeed, one court, in another context, has recognized that a centralized cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff’d in part and rev’d in part*, 997 F.2d 1039 (3d Cir. 1993). Therefore, the relief requested is appropriate under Bankruptcy Code section 105(a).

39. In addition, numerous courts in other large chapter 11 cases in this district and others have authorized debtors to continue to use their existing cash management systems. *See, e.g., In re Taco Bueno Restaurants, Inc.*, Case No. 18-33678 (SGJ) (Bankr. N.D. Tex. Nov. 7, 2018) [Doc. No. 44] (authorizing continued use of cash management system and business forms); *In re Think Finance, LLC*, Case No. 17-33964 (HDH) (Bankr. N.D. Tex. Nov. 21, 2017) [Doc. No. 136] (same); *In re ADPT DFW Holdings LLC*, Case No. 17-31432 (SGJ) (Bankr. N.D. Tex. June 14, 2017) [Dkt. No. 324] (same); *In re Erickson Incorporated*, Case No. 16-34393 (HDH) (Bankr. N.D. Tex. Nov. 10, 2016) [Dkt. No. 41] (same); *In re Energy & Exploration Partners, Inc.*, Case No. 15-44931 (RFN) (Bankr. N.D. Tex. Feb. 25, 2016) [Dkt. No. 427]

(same); *see also In re The Standard Register Company*, Case No. 15-10541 (BLS) (Bankr. D. Del. Mar. 13, 2015); *In re Brookstone Holdings Corp.*, Case No. 14-10752 (BLS) (Bankr. D. Del. Apr. 4, 2014); *In re OnCure Holdings, Inc.*, Case No. 13-11540 (KG) (Bankr. D. Del. July 24, 2013); *In re Penson Worldwide, Inc.*, Case No. 13-10061 (PJW) (Bankr. D. Del. Jan. 15, 2013); *In re B456 Sys., Inc.*, Case No. 12-12859 (KJC) (Bankr. D. Del. Dec. 11, 2012); *In re Vertis Holdings, Inc.*, Case No. 12-12821 (CSS) (Bankr. D. Del. Nov. 1, 2012); *In re Genesis Health Ventures, Inc.*, 402 F.3d 416, 424 (3d Cir. 2005); *In re Revel AC, Inc.*, No. 13-16253 (JHW) (Bankr. D.N.J. March 26, 2013); *In re TCI 2 Holdings, LLC*, No. 09-13654 (JHW) (Bankr. D.N.J. Feb. 19, 2009); *In re Tarragon Corp.*, No. 09-10555 (DHS) (Bankr. D.N.J. Jan. 15, 2009). Indeed, bankruptcy courts have routinely permitted chapter 11 debtors to continue to use their existing cash management systems, generally treating requests for such relief as a relatively “simple matter.” *See In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987); *see also In re Columbia Gas Sys., Inc.*, 136 B.R. at 934.

B. This Court Should Waive the UST Requirements to Permit the Debtors to Continue to Use the Cash Management System

40. The continuation of the Cash Management System, as requested in this Motion, is consistent with the Debtors’ authority to use property of the estate in the ordinary course of business pursuant to Bankruptcy Code section 363(c)(1). Accordingly, this Court should grant the Debtors a waiver of the UST Requirements to the extent that such requirements conflict with the Debtors’ existing practices under the Cash Management System or any action taken by the Debtors in accordance with any order granting this Motion or any other order entered in the Chapter 11 Cases.

41. Moreover, compelling the Debtors to alter their current cash management practices and to modify the Cash Management System to comply with the UST Requirements

would risk severe disruption to the Debtors' business and jeopardize the Debtors' ability to maximize value for all parties in interest. *Cf. In re Gaylord Container Corp.*, 1993 WL 188671, at *3, 13 (E.D. La. 1993) (adopting the bankruptcy court's findings of fact and conclusions of law, which included a finding that the banking requirements of the Office of the United States Trustee for the District of Louisiana "represent a substantial burden on any debtor and, in this case, resulted in the incurrence of extraordinary unquantifiable costs by [the debtor] associated with the confusion engendered by the implementation of new policies and procedures to comply with such rules, and due to the substantial restrictions that such rules placed on the debtor's treasury functions"). This factor alone justifies the relief that the Debtors are seeking. *See* 11 U.S.C. § 105(a) ("The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.").

C. This Court Has the Authority to Permit the Debtors to Continue Their Deposit Practices

42. Bankruptcy Code section 345(a) authorizes a debtor in possession to make deposits of estate money in a manner "as will yield the maximum reasonable net return on such money, taking into account the safety of such deposit." 11 U.S.C. § 345(a). If a deposit is not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," Bankruptcy Code section 345(b) provides that the debtor must require that the entity with which the deposit is made obtain a bond in favor of the United States that is secured by the undertaking of an adequate corporate surety. *See* 11 U.S.C. § 345(b).

43. This Court has discretion to waive the requirements of Bankruptcy Code section 345(b) "for cause." 11 U.S.C. § 345(b). In *In re Service Merchandise Co., Inc.*, the court indicated that the existence of "cause" should be determined based upon the totality of the

circumstances taking account of factors such as: (a) the sophistication of the debtor's business; (b) the size of the debtor's business; (c) the amount of investments involved; (d) the ratings of the financial institutions at which the debtor's funds are held; (e) the complexity of the case; (f) the safeguards in place within the debtor's own business to ensure the safety of funds; (g) the debtor's ability to reorganize in the face of a failure of one or more of the financial institutions; (h) the benefit to the debtor; (i) the harm, if any, to the estate; and (j) the reasonableness of the debtor's request for relief from the section 345(b) requirements in light of the overall circumstances of the case. 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999).

44. The Debtors respectfully request that this Court (a) authorize the Debtors to continue to make deposits in accordance with the Deposit Practices; and (b) exercise their discretion to waive the requirements of Bankruptcy Code section 345(b), on an interim basis, to the extent that such requirements are inconsistent with the Deposit Practices. The Debtors submit that the circumstances of the Chapter 11 Cases warrant such relief.

45. The Debtors are sophisticated entities with a Cash Management System that relies on the Debtor Bank Accounts on a daily basis. The majority of the Debtor Bank Accounts are held at a stable financial institution that is insured by the FDIC and, thus, the Debtors' funds are safe (up to applicable FDIC limits). Furthermore, in light of the regular deposits to, and sweeps of, the various Debtor Bank Accounts and the "as needed" funding structure of the overall system, it would be especially disruptive, unnecessary, and wasteful to require the posting of a bond to the extent that the balances of the Debtor Bank Accounts exceed FDIC insurance limits at a given time.

46. Further, the Debtors have maintained the current Cash Management System for several years, during which time the Cash Management System operated successfully in conjunction with the Debtors' existing prepetition credit facility.

47. Courts have granted requests to approve the use of deposit practices that do not comply strictly with Bankruptcy Code section 345(b). *See, e.g., In re The Standard Register Company*, Case No. 15-10541 (BLS) (Bankr. D. Del. Mar. 13, 2015); *In re Ambient Corp.*, Case No. 14-11791 (KG) (Bankr. D. Del. Aug. 11, 2014); *In re OnCure Holdings, Inc.*, Case No. 13-11540 (KG) (Bankr. D. Del. July 24, 2013); *In re B456 Sys., Inc.*, Case No. 12-12859 (KJC) (Bankr. D. Del. Dec. 11, 2012); *In re Graceway Pharm., LLC*, Case No. 11-13036 (MFW) (Bankr. D. Del. Sept. 30, 2011); *In re Newpage Corp.*, Case No. 11-12804 (KG) (Bankr. D. Del. Sept. 8, 2011). Accordingly, the Court should authorize the Debtors to continue to deposit funds in accordance with the Deposit Practices and grant a waiver of the requirements of Bankruptcy Code section 345(b) on an interim basis to the extent that the requirements are inconsistent with the Deposit Practices.

D. Bankruptcy Rule 6003 Has Been Satisfied and Bankruptcy Rule 6004 Should Be Waived

48. Certain isolated aspects of the relief requested herein may, if granted, be subject to Bankruptcy Rule 6003. Pursuant to Bankruptcy Rule 6003, a court may grant such relief if it is necessary to avoid immediate and irreparable harm. The Debtors submit that facts set forth herein demonstrate that the relief requested is necessary to avoid immediate and irreparable harm to the Debtors and, thus, Bankruptcy Rule 6003 has been satisfied.

49. Additionally, to the extent that any aspect of the relief sought herein constitutes a use of property under Bankruptcy Code section 363(b), the Debtors seek a waiver of the fourteen-day stay under Bankruptcy Rule 6004(h). As described above, the relief that the

Debtors seek in this Motion is immediately necessary in order for the Debtors to be able to continue to operate their businesses and preserve the value of their estates. The Debtors thus submit that the requested waiver of the fourteen-day stay imposed by Bankruptcy Rule 6004(h) is appropriate.

CONSENT TO JURISDICTION

50. The Debtors consent to the entry of a final judgment or order with respect to this Motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

RESERVATION OF RIGHTS

51. Nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors; a waiver of the Debtors' rights to dispute any claim; or an approval, assumption, or rejection of any agreement, contract, or lease under Bankruptcy Code section 365. Likewise, if this Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

NOTICE

52. Notice of this Motion shall be provided to: (a) the Office of the United States Trustee for the Northern District of Texas; (b) the Office of the Attorney General of the states in which the Debtors operate; (c) the Debtors' forty largest unsecured creditors on a consolidated basis; (d) counsel to CIBC Bank USA; (e) Sabra Texas Holdings, L.P.; (f) the Internal Revenue Service; and (g) the Department of Medicaid, Department of Health, and Division of Health Services Regulation in each state in which the Debtors operate Facilities.

53. The Debtors respectfully submit that such notice is sufficient and that no further notice of this Motion is required.

NO PRIOR REQUEST

54. No previous request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter Interim and Final orders, substantially in the forms attached hereto as Exhibit B and Exhibit C, respectively, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: December 5 , 2018
Dallas, Texas

POLSINELLI PC

/s/ Trey A. Monsour

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*Proposed Counsel to the Debtors and Debtors
in Possession*

Attachment 1

Schedule of Debtor Bank Accounts

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2443014	Alief SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5120	Alief SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5712	Alief SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1520	PM Management - Allen NC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7129	PM Management - Allen NC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2152	PM Management - Allen NC LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2174	Vintage SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2132	Whitesboro SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1635	PM Management - Babcock NC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	3958	PM Management -	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Babcock NC LLC	Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8636	PM Management - Babcock NC LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9932	Bandera SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5848	Bandera SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1937	Bandera SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1936	Baytown SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0746	Baytown SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7208	Baytown SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5669	Beltline SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5651	Beltline SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	5685	Beltline SCC LLC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7043	Booker SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8740	Booker SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9538	Booker SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2541	Bossier SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2133	Bossier SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7448	Bossier SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2249	Bradford SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8038	Bradford SCC, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3046	Bradford SCC, LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200	5627	Brinker SCC LLC	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5619	Brinker SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5643	Brinker SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0663	Brownwood SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0647	Brownwood SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0655	Brownwood SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6716	Capitol SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7014	Capitol SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4113	Capitol SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4677	Cedar Bayou SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1424	Cedar Bayou SCC	Deposit

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7413	Cedar Bayou SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1546	PM Management - Cedar Park NC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3221	PM Management - Cedar Park NC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5617	PM Management - Cedar Park NC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9953	Clear Brook SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5543	Clear Brook SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7449	Clear Brook SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1336	Colonial SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6441	Colonial SCC, LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200	6442	Colonial SCC, LLC	Operating

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7501	Community SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7488	Community SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7496	Community SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1643	PM Management - Corpus Christi	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5723	PM Management - Corpus Christi	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0953	PM Management - Corpus Christi	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8327	PM Management - Corpus Christi	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7528	PM Management - Corpus Christi	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1554	PM Management - Corpus Christi	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1279	Corpus Christi SCC	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6070	Corpus Christi SCC LLC ALF	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1253	Corpus Christi SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1261	Corpus Christi SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4952	PM Management - Corsicana NC I	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6088	PM Management - Corsicana NC I	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5422	PM Management - Corsicana NC I	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1669	PM Management - Corsicana NC L	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5423	PM Management - Corsicana NC L	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1562	PM Management - Corsicana NC I	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1651	PM Management -	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Corsicana NC I	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6633	PM Management - Corsicana NC I	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7032	PM Management - Corsicana NC I	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2529	PM Management - Corsicana NC L	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2580	Crestwood SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2572	Crestwood SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5601	Crestwood SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7140	Crowley SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7182	Crowley SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7158	Crowley SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	9125	PM Management -	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Denison NC LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6321	PM Management - Denison NC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8724	PM Management - Denison NC LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2124	Whitesboro SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2166	Vintage SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1225	PM Management - El Paso I NC L	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0851	PM Management - El Paso I NC L	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9230	PM Management - El Paso I NC L	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2548	Fairpark SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2530	Fairpark SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	2564	Fairpark SCC LLC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9133	PM Management - Fredericksburg	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7326	PM Management - Fredericksburg	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3324	PM Management - Fredericksburg	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9248	PM Management - Frisco NC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2123	PM Management - Frisco NC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8137	PM Management - Frisco NC LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7345	Gamble Hospice Care Central	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2232	Gamble Hospice Care Central	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1538	Gamble Hospice Care Central	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	3058	Gamble Hospice	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Care Northeast	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5144	Gamble Hospice Care Northeast	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9041	Gamble Hospice Care Northeast	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5631	Gamble Hospice Care Northwest	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3534	Gamble Hospice Care Northwest	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2049	Gamble Hospice Care Northwest	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1289	Gamble Hospice Care of Cenla	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8151	Gamble Hospice Care of Cenla	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7550	Gamble Hospice Care of Cenla	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9256	PM Management - Garland NC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	8637	PM Management -	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Garland NC LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2530	PM Management - Garland NC LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9167	PM Management - Golden Triangl	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9875	PM Management - Golden Triangl	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3222	PM Management - Golden Triangl	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9272	PM Management - Golden Triangl	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9222	PM Management - Golden Triangl	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8434	PM Management - Golden Triangl	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1732	PM Management - Golden Triangl	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1226	PM Management - Golden Triangl	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200	2031	PM Management -	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Golden Triangl	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1839	PM Management - Golden Triangl	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3024	PM Management - Golden Triangl	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2722	PM Management - Golden Triangl	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7108	Green Oaks SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7093	Green Oaks SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7132	Green Oaks SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2190	Vintage SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2158	Whitesboro SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1631	Hearthstone SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1615	Park Bend SCC LLC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1649	Sagebrook SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1623	Stonebridge SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7190	Harbor Lakes SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7239	Harbor Lakes SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7205	Harbor Lakes SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8339	MBS-Harden Pharmacy LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7623	MBS-Harden Pharmacy LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5529	MBS-Harden Pharmacy LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5790	Hearthstone SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	5782	Hearthstone SCC	Deposit

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7815	Hewitt SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7792	Hewitt SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7807	Hewitt SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2506	HG SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2491	HG SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2522	HG SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9697	Hill Country SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9647	Hill Country SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9590	Hill Country SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200	0008	Holland Lake SCC,	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8180	Holland Lake SCC, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2225	Holland Lake SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7045	Hunters Pond SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7348	Hunters Pond SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1180	Hunters Pond SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9689	Jacksonville SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9639	Jacksonville SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9582	Jacksonville SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5189	PM Management - Killeen I NC L	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	7329	PM Management -	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Killeen I NC L	Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6026	PM Management - Killeen I NC L	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4034	PM Management - Killeen II NC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2322	PM Management - Killeen II NC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6528	PM Management - Killeen III NC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2723	PM Management - Killeen III NC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1740	PM Management - Killeen I NC L	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1847	PM Management - Killeen II NC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1758	PM Management - Killeen III NC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9510	La Hacienda SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	3930	La Hacienda SCC	Deposit

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0627	La Hacienda SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2459	Lakepointe SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2483	Lakepointe SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2467	Lakepointe SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1766	PM Management - Lewisville NC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3027	PM Management - Lewisville NC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6025	PM Management - Lewisville NC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8292	Marlandwood East SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1287	Marlandwood East SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1295	Marlandwood East	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		SCC LLC	Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8307	Marlandwood West SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1300	Marlandwood West SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1318	Marlandwood West SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1342	Meadow Creek SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1326	Meadow Creek SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1334	Meadow Creek SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9702	Midland SCC LCC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9655	Midland SCC LCC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9605	Midland SCC LCC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200	5847	Mill Forest Road	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		SCC LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1607	Mill Forest Road SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1513	Mill Forest Road SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7551	Mission SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7535	Mission SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7543	Mission SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2409	Mullican SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2394	Mullican SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2425	Mullican SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1715	Mystic Park SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	5609	Mystic Park SCC	Deposit

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8932	Mystic Park SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1774	PM Management - New Braunfels	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8130	PM Management - New Braunfels	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8222	PM Management - New Braunfels	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1747	Normandie SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9442	Normandie SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1337	Normandie SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4082	Onion Creek SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4066	Onion Creek SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	4074	Onion Creek SCC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5732	Park Bend SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5724	Park Bend SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2231	PM Management - Park Valley NC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1863	PM Management - Park Valley NC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6635	PM Management - Park Valley NC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0343	Pasadena SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7521	Pasadena SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2512	Pasadena SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9613	Pecan Tree SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200	9710	Pecan Tree SCC	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9663	Pecan Tree SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1409	Pecan Valley SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1134	Pecan Valley SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7450	Pecan Valley SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1871	PM Management - Pflugerville A	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6729	PM Management - Pflugerville A	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2360	Pleasantmanor SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2352	Pleasantmanor SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2386	Pleasantmanor SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1952	PM Management -	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Portland AL LL	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3028	PM Management - Portland AL LL	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1960	PM Management - Portland NC LL	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6323	PM Management - Portland NC LL	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8725	PM Management - Portland NC LL	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4112	Presidential SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6620	Presidential SCC LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6619	Presidential SCC LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2328	Redoak SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2310	Redoak SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	2344	Redoak SCC LLC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9455	Mason Health, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4200	Mason Health, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4936	Riverside SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4829	Riverside SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4937	Riverside SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1978	PM Management - Round Rock AI	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9525	PM Management - Round Rock AI	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1376	Round Rock SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1350	Round Rock SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1368	Round Rock SCC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2289	Rowlett SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2271	Rowlett SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2302	Rowlett SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2134	Ruston SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3036	Ruston SCC, LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4647	Ruston SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2247	RW SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2239	RW SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2263	RW SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200	5813	Sagebrook SCC	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5805	Sagebrook SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9728	San Angelo SCC LCC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9671	San Angelo SCC LCC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9621	San Angelo SCC LCC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1986	PM Management - San Antonio NC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7329	PM Management - San Antonio NC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5197	PM Management - SA NC ALF	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7852	PM Management - San Antonio NC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2093	Senior Rehab Solutions LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	2085	Senior Rehab	Deposit

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		Solutions LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0650	Edinburg SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0642	Edinburg SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0537	Edinburg SCC LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2051	Senior Care Center Mngmt LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2001	Senior Care Center Mngmt LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7664	SCC Socorro, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4655	SCC Socorro, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7185	SCC Socorro, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2043	Senior Care Centers, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1535	Senior Care Centers,	Concentration

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1494	Senior Care Centers, LLC	Concentration
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5444	SRS North Louisiana LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6043	Shreveport SCC, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7044	Shreveport SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7236	Shreveport SCC, LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8933	South Oaks SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0109	South Oaks SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6622	South Oaks SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1133	Springlake ALF SCC, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	8239	Springlake ALF	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		SCC, LLC	
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4648	Springlake SCC, LLC	Government
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	2135	Springlake SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1338	Springlake SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7051	Stallings Court	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7043	Stallings Court	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7085	Stallings Court	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5766	Stonebridge SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5758	Stonebridge SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5869	Stonegate SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200	4848	Stonegate SCC, LLC	Deposit

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1128	Stonegate SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8315	Summer Regency SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1384	Summer Regency SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1392	Summer Regency SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9443	Valley Grande SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5632	Valley Grande SCC, LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8146	Valley Grande SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	6621	West Oaks SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	7844	West Oaks SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200	2213	West Oaks SCC	Government

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009		LLC	Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	8323	Western Hills SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1415	Western Hills SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1423	Western Hills SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1449	Weston Inn SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1431	Weston Inn SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1407	Weston Inn SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9042	Westover Hills SCC, LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	0653	Westover Hills SCC, LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	3539	Westover Hills SCC, LLC	Operating
CIBC Bank USA	34901 Woodward Avenue, Suite 200	1473	Windcrest SCC LLC	Accounts Payable

Financial Institution	Address	Account Number (last 4 digits)	Account Holder	Account Type
	Birmingham, Michigan 48009			
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1457	Windcrest SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1465	Windcrest SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	9978	Windmill SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	5713	Windmill SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	4022	Windmill SCC LLC	Government Receivables
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1504	Wurzbach SCC LLC	Accounts Payable
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1481	Wurzbach SCC LLC	Deposit
CIBC Bank USA	34901 Woodward Avenue, Suite 200 Birmingham, Michigan 48009	1499	Wurzbach SCC LLC	Government Receivables

Attachment 2

Diagram of Cash Management System



Senior Care Centers, LLC Account Structure

Remote Deposit Scanner:

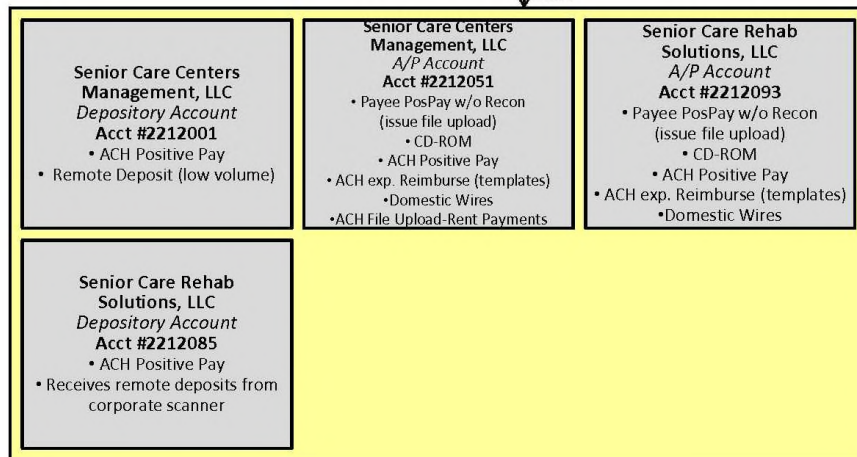
- For use at corporate office
- Deposit into all accounts
- Re-programmed



Composite/Fee Account

Senior Care Centers, LLC
Holding Company
Depository Account
Acct #2212043
• ACH Positive Pay
• Domestic Wires

↕ ZBA



ADP Wire Drawdown from
A/P Accounts

ACH Credit Limit: \$8,000,000
ACH Debit Limit: \$4,000,000
Wire Limit-\$99,999,999

Senior Care Centers Management, LLC
Senior Care Centers Health Benefits Trust Account
Depository Account
Acct #2212077
• ACH Positive Pay
• Receives remote deposits from corporate scanner

↕ ZBA

Senior Care Centers Management, LLC
Senior Care Centers Health Benefits Trust Account
A/P Account
Acct #2212116
• ACH Positive Pay

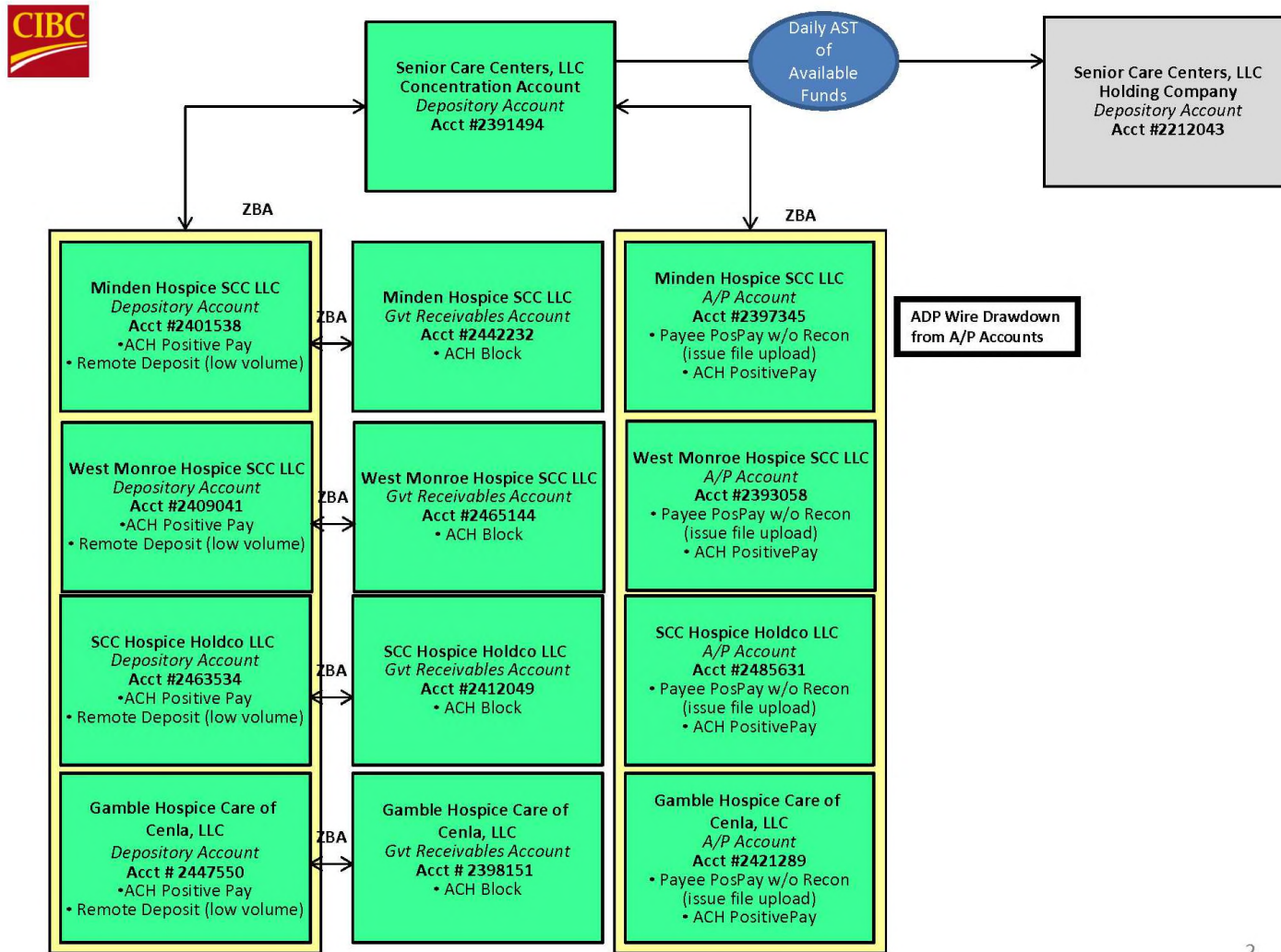
Business NetBanking ID #622374:

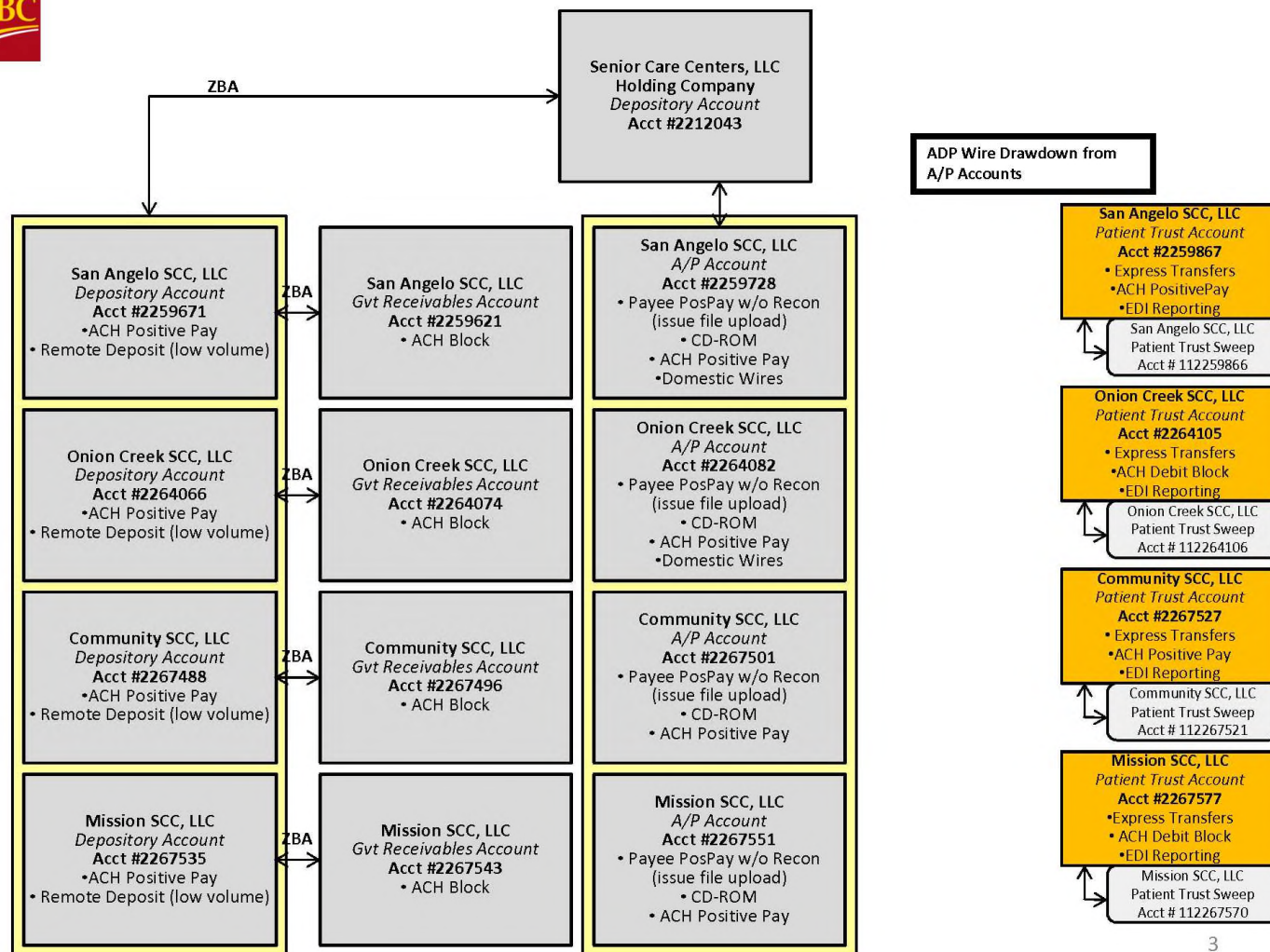
- Admin: Kurt Clamp
- Info Reporting – All Accounts
- E-Statements – All Accounts
- Stops – All Accounts
- ACH direct debits (templates) – Depository Accts
- ACH direct deposit (upload) – Depository Accts
- Deposit Image Reporting

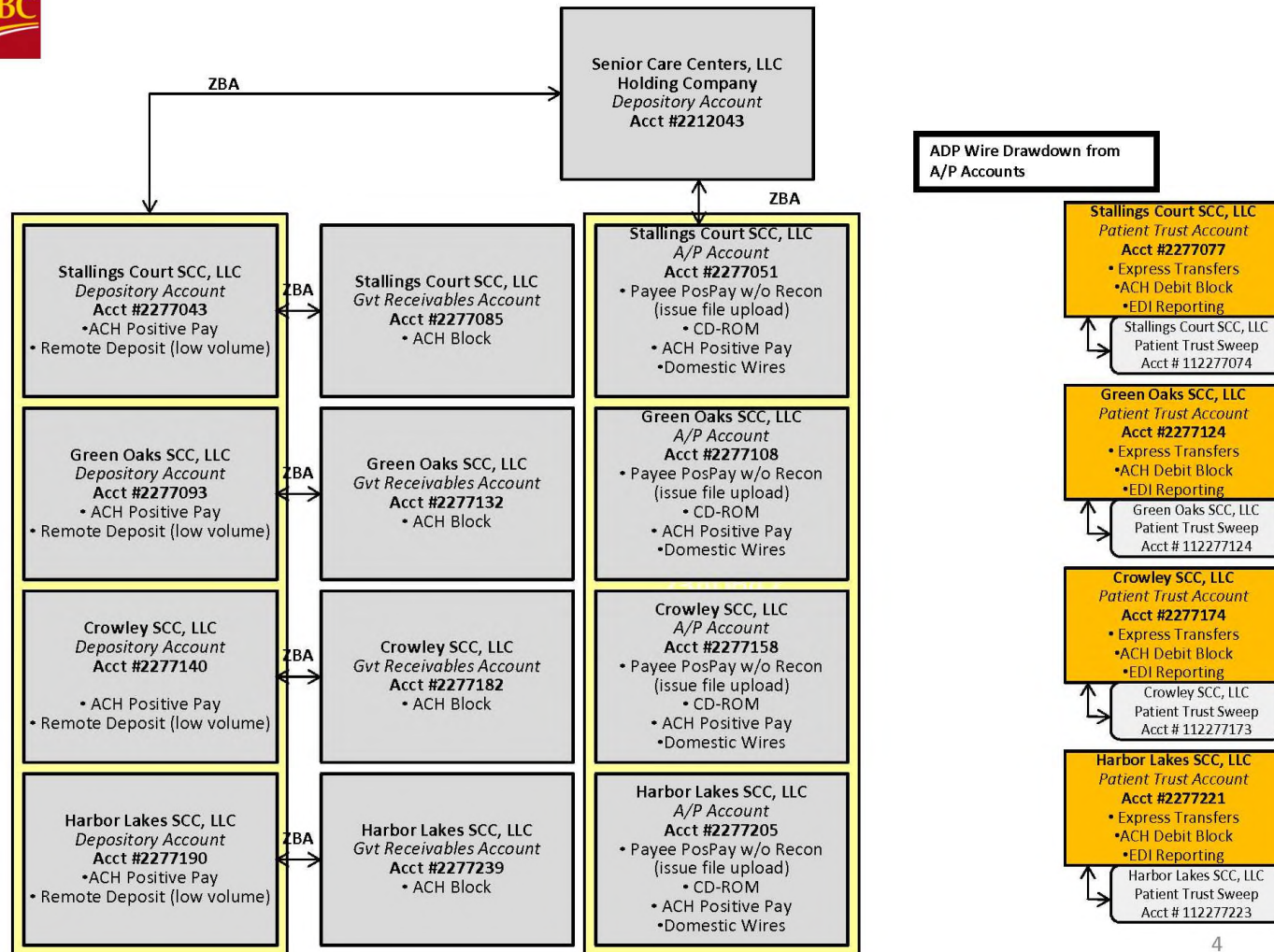
Credit Card payments
deposited into each facility.

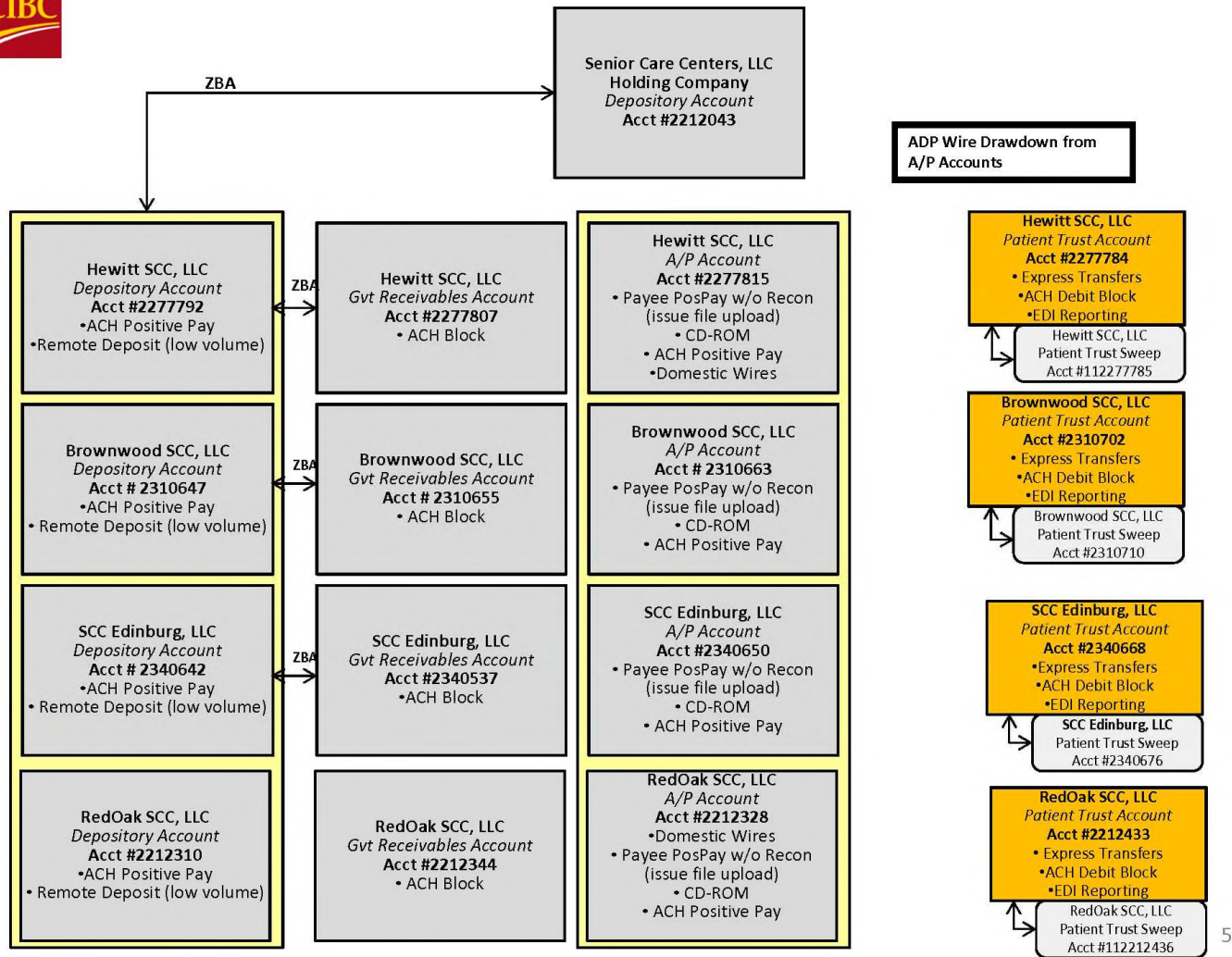
Business NetBanking ID #790943:

- Reporting and Stop Payments for Resident Trust accounts only
- Token not needed for access











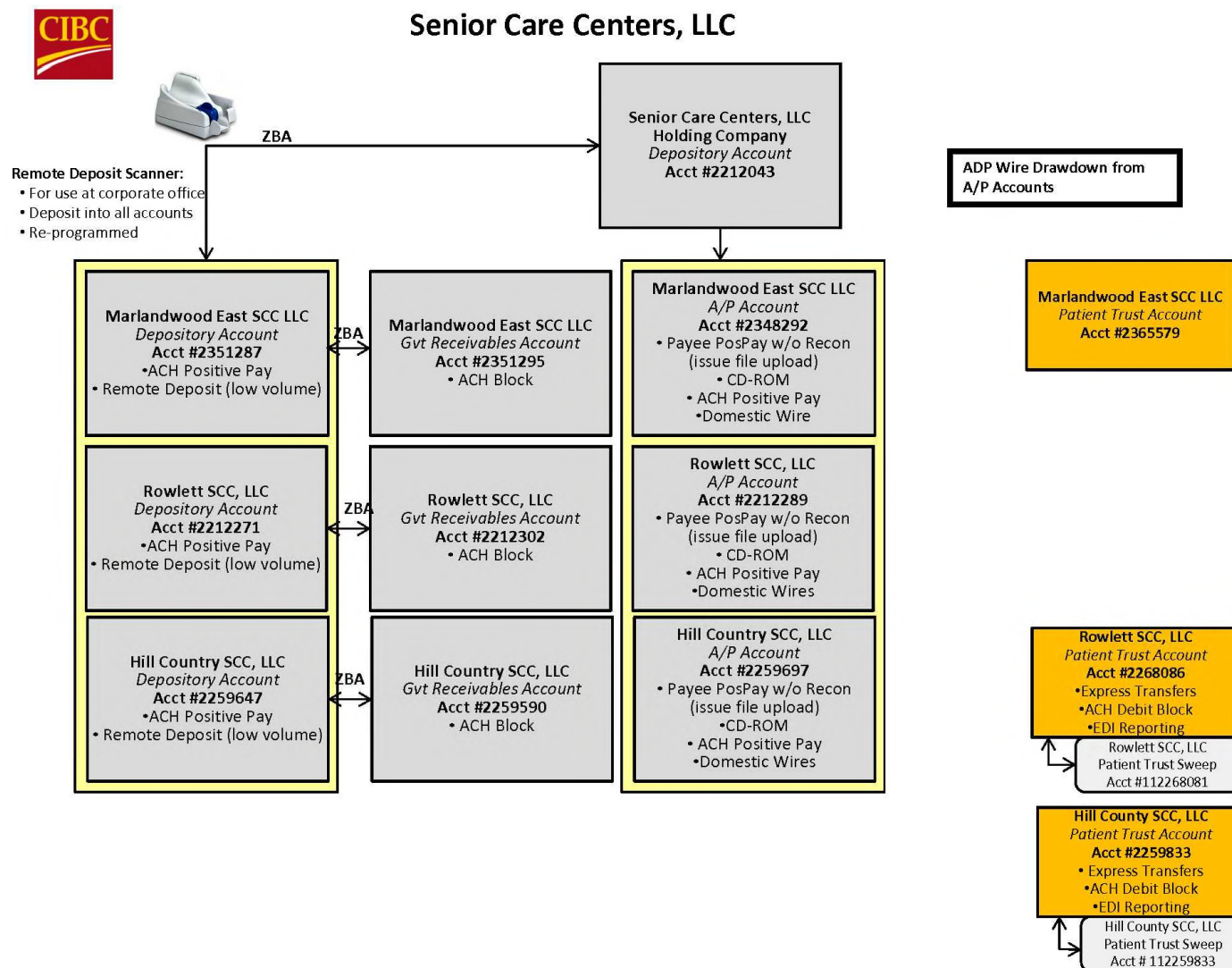
HUD Blocked Accounts

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Blocked Account
Acct #2279697
• ACH PositivePay

Park Bend SCC, LLC
Blocked Account
Acct #2279702
• ACH PositivePay

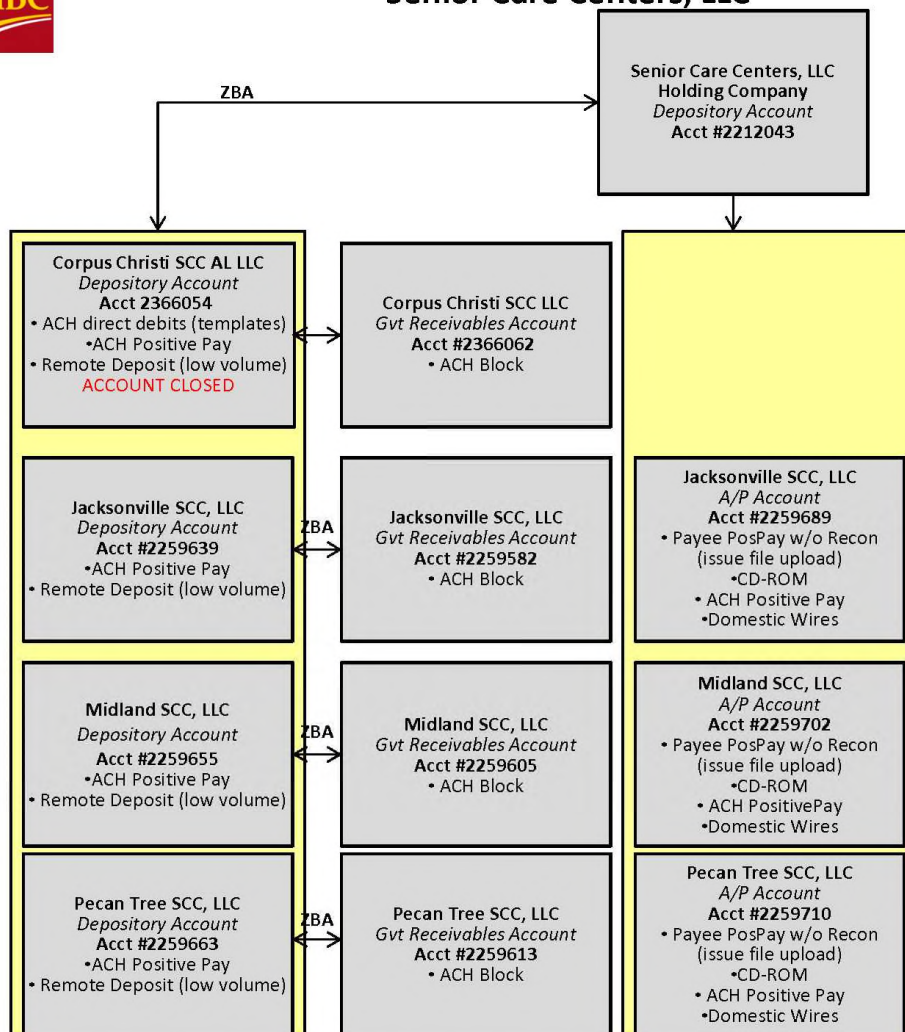
Sagebrook SCC, LLC
Blocked Account
Acct #2279710
• ACH PositivePay

Stonebridge SCC, LLC
Blocked Account
Acct #2279728
• ACH PositivePay





Senior Care Centers, LLC

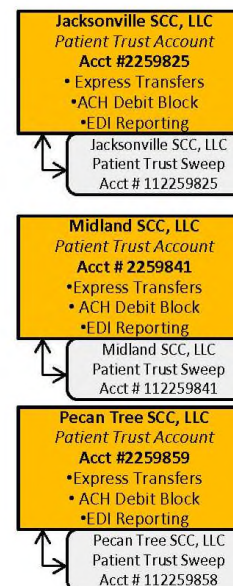


Remote Deposit Scanner:

- For use at corporate office
- Deposit into all accounts
- Re-programmed

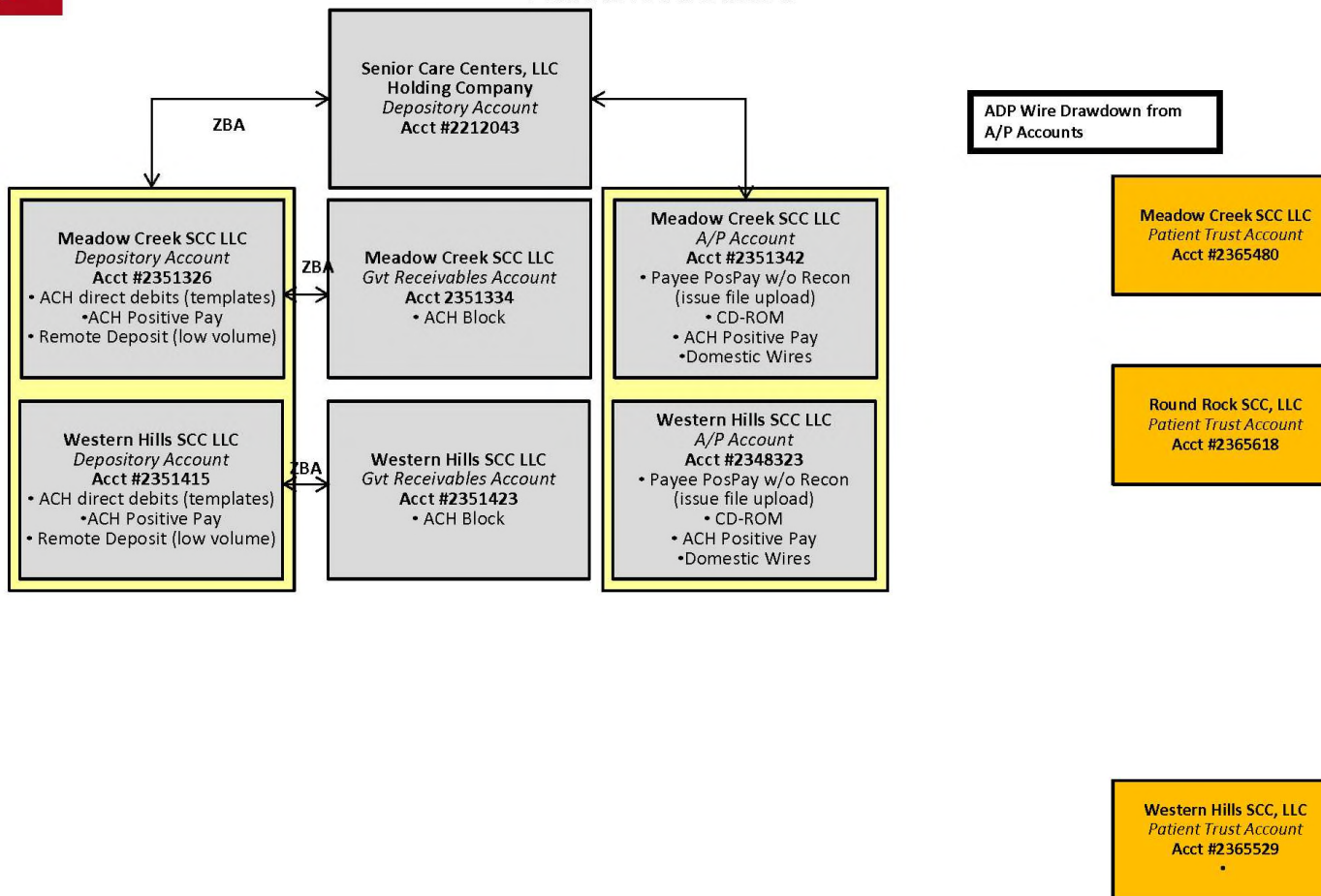


ADP Wire Drawdown from
A/P Accounts



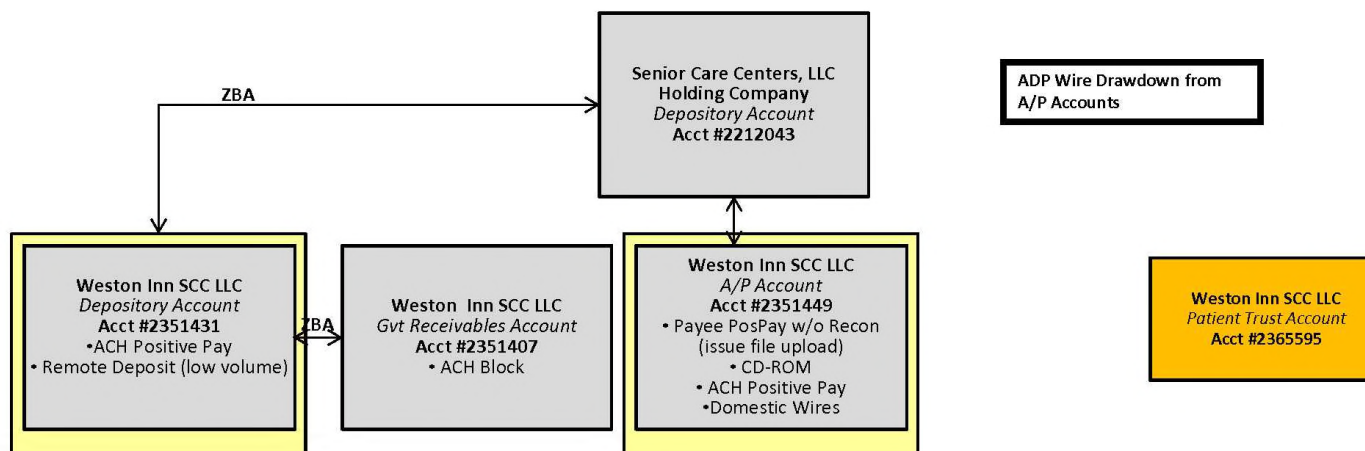


Senior Care Centers, LLC Account Structure



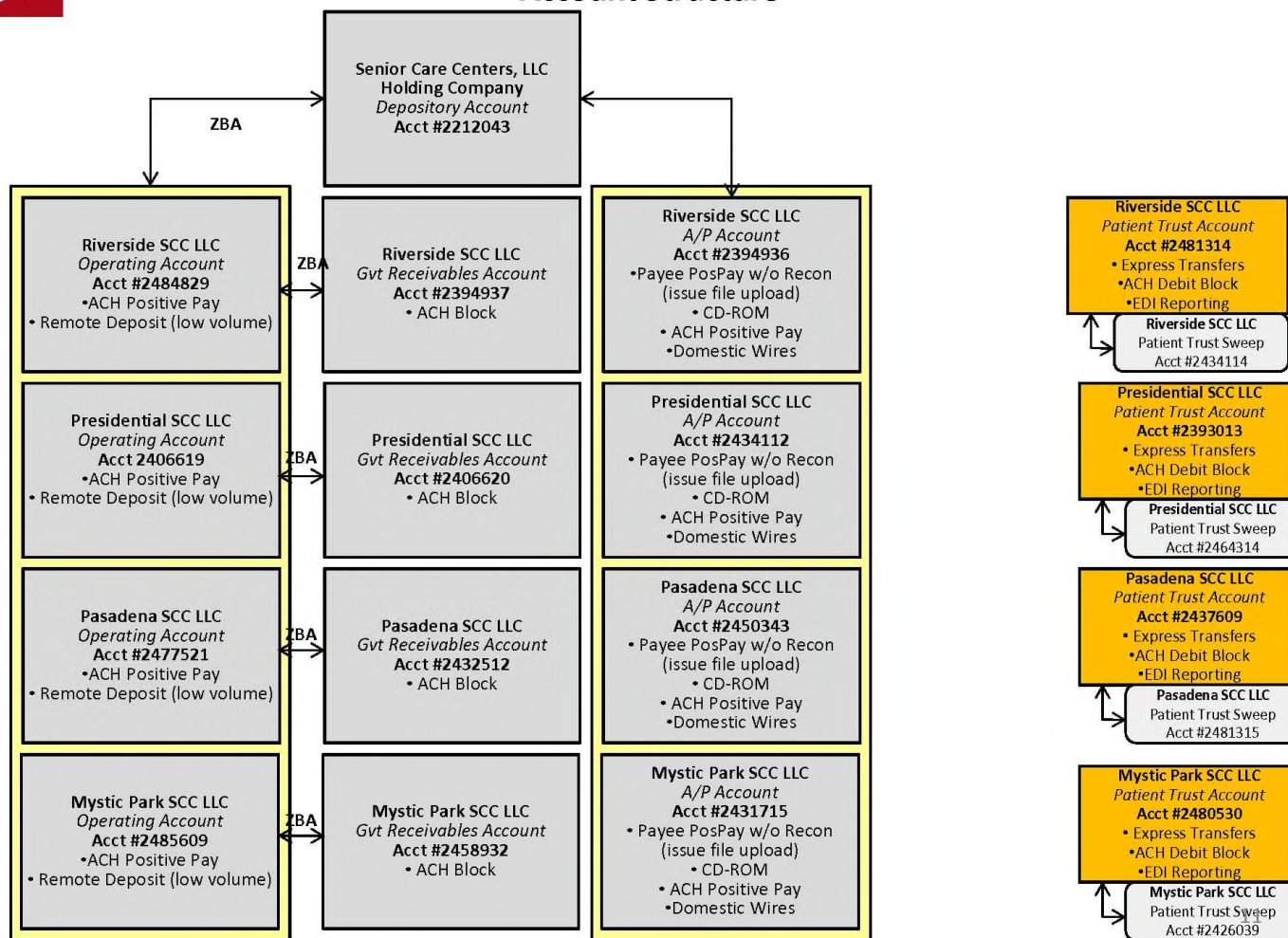


Senior Care Centers, LLC Account Structure



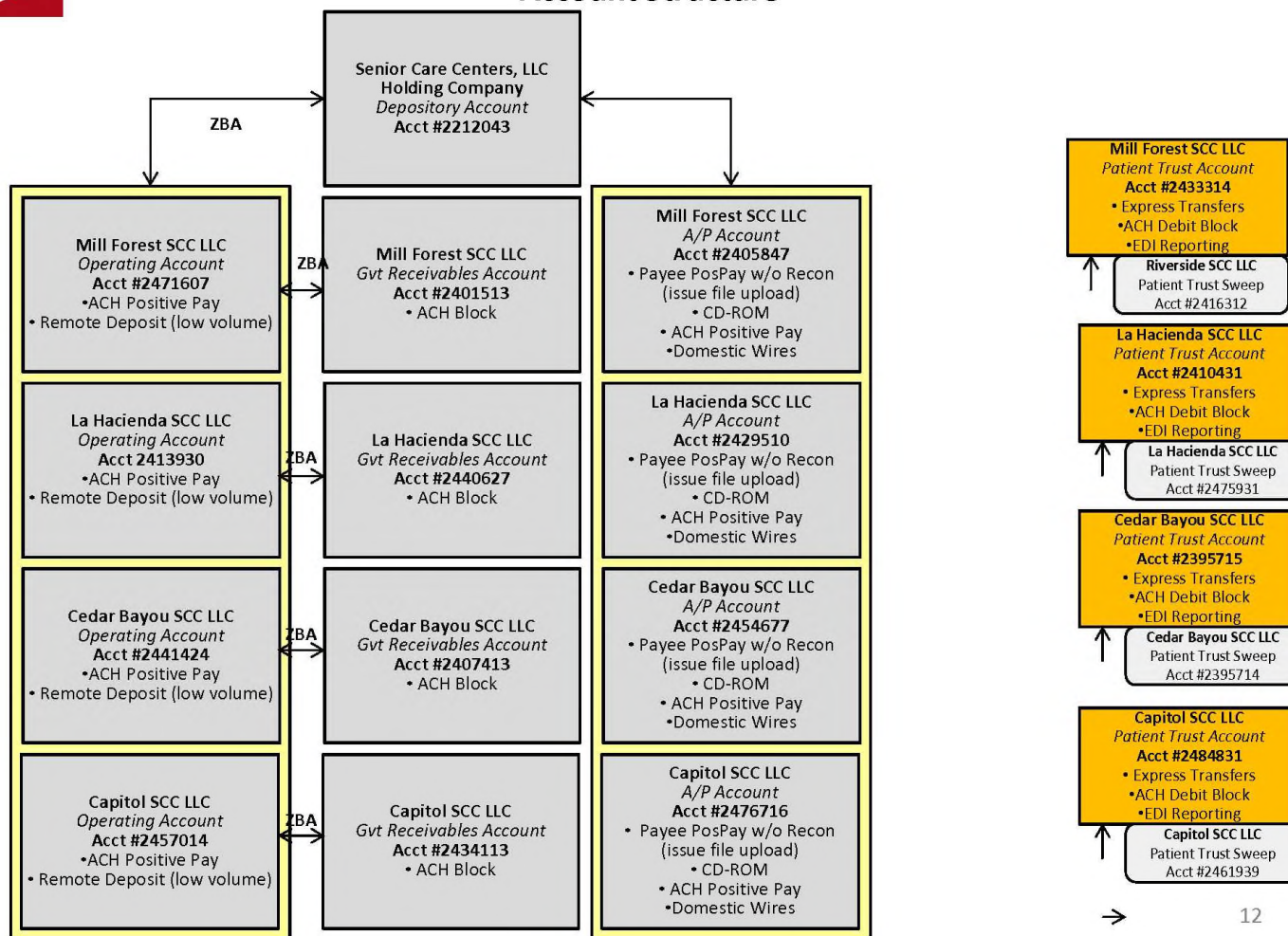


Senior Care Centers, LLC Account Structure



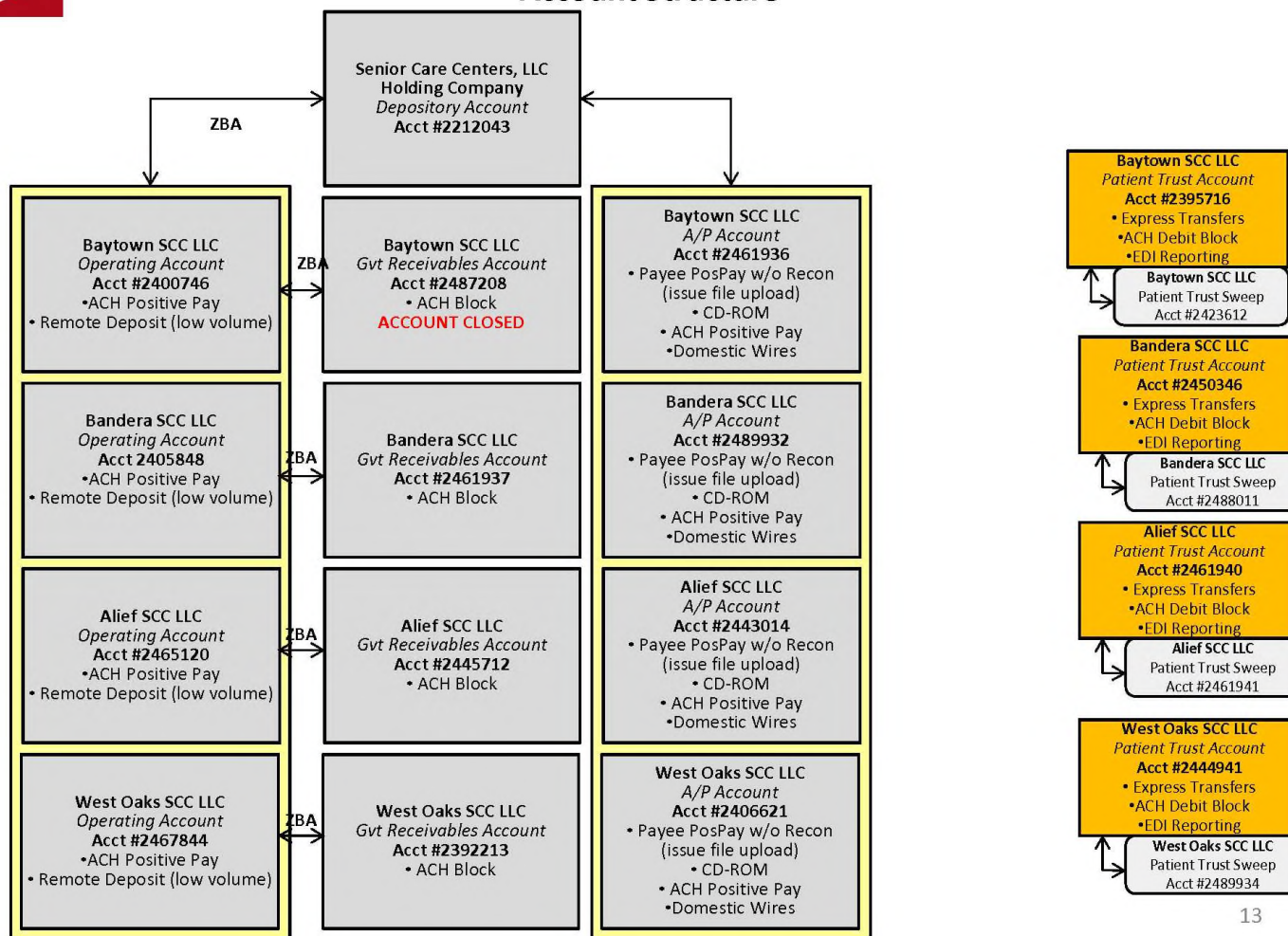


Senior Care Centers, LLC Account Structure



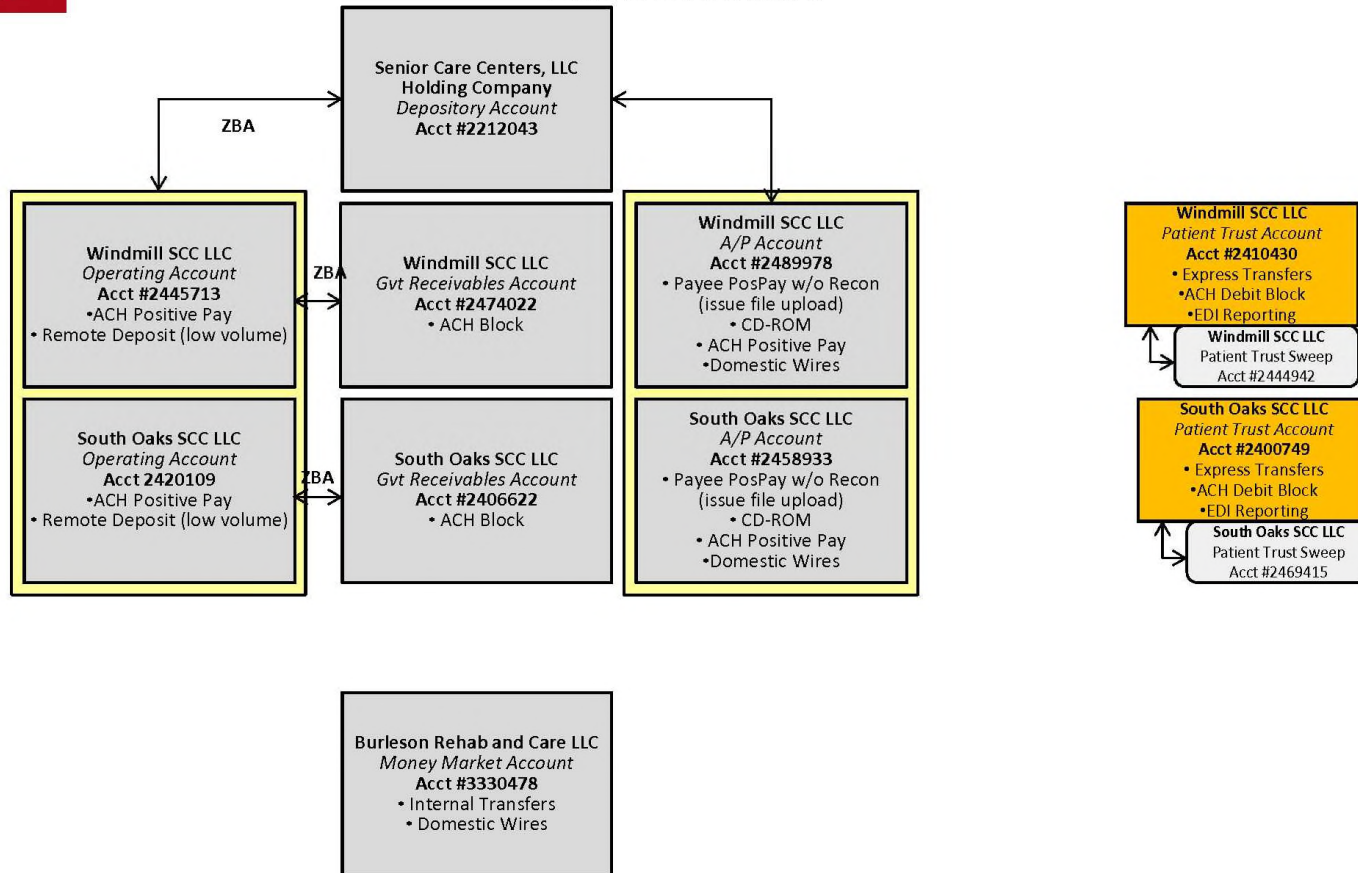


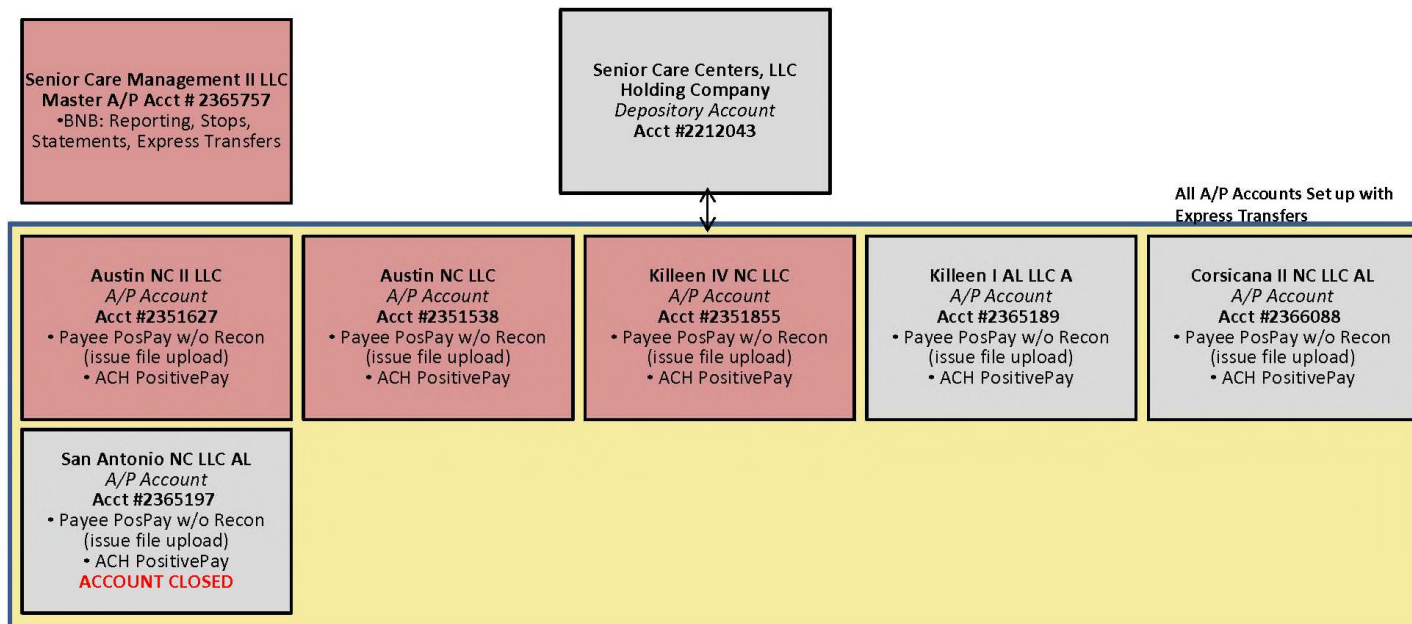
Senior Care Centers, LLC Account Structure





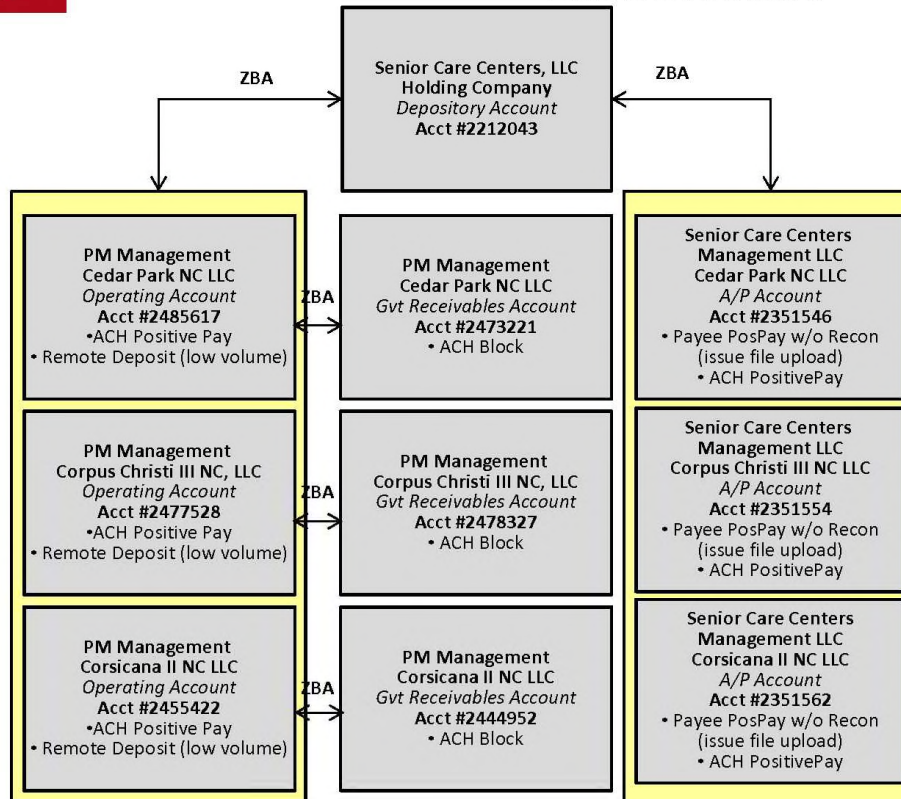
Senior Care Centers, LLC Account Structure





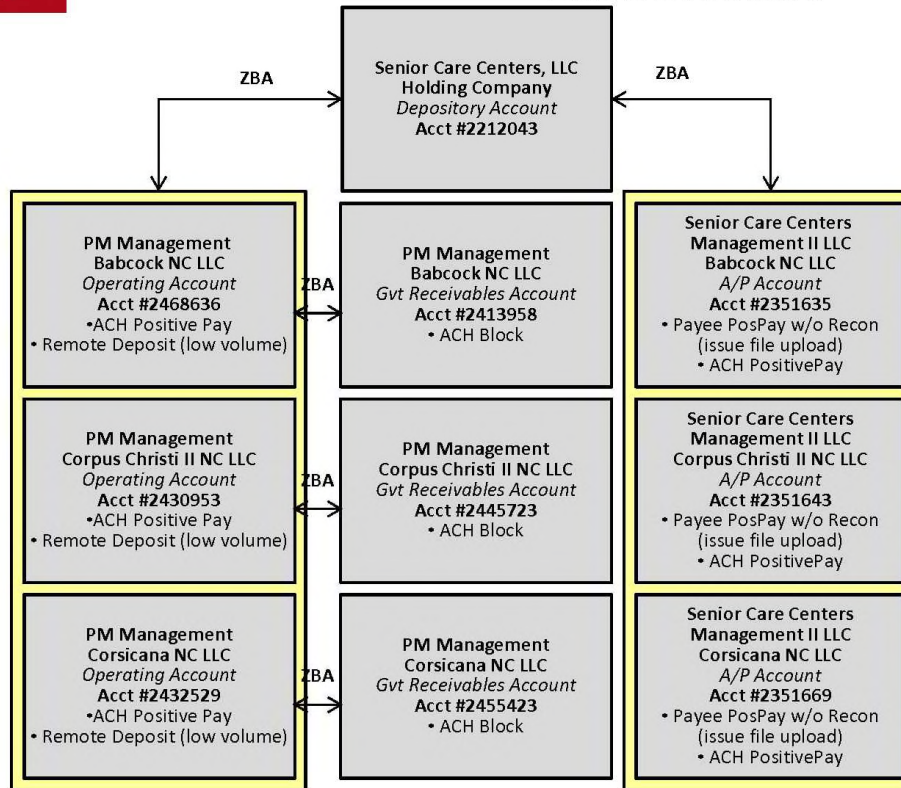


Senior Care Centers, LLC Account Structure





Senior Care Centers, LLC Account Structure

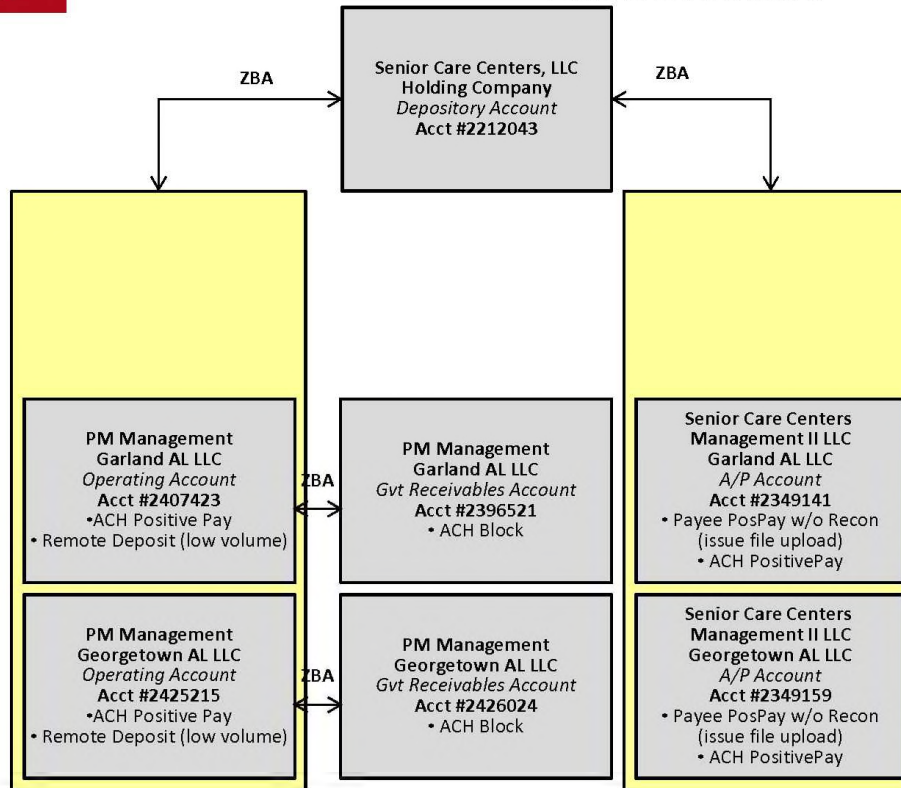


Business NetBanking ID #622374:

- Info Reporting – All Accounts
- E-Statements – All Accounts
- Stops – All Accounts
- ACH direct debits (templates) – Depository Accts
- ACH direct deposit (upload) – Depository Accts



Senior Care Centers, LLC Account Structure

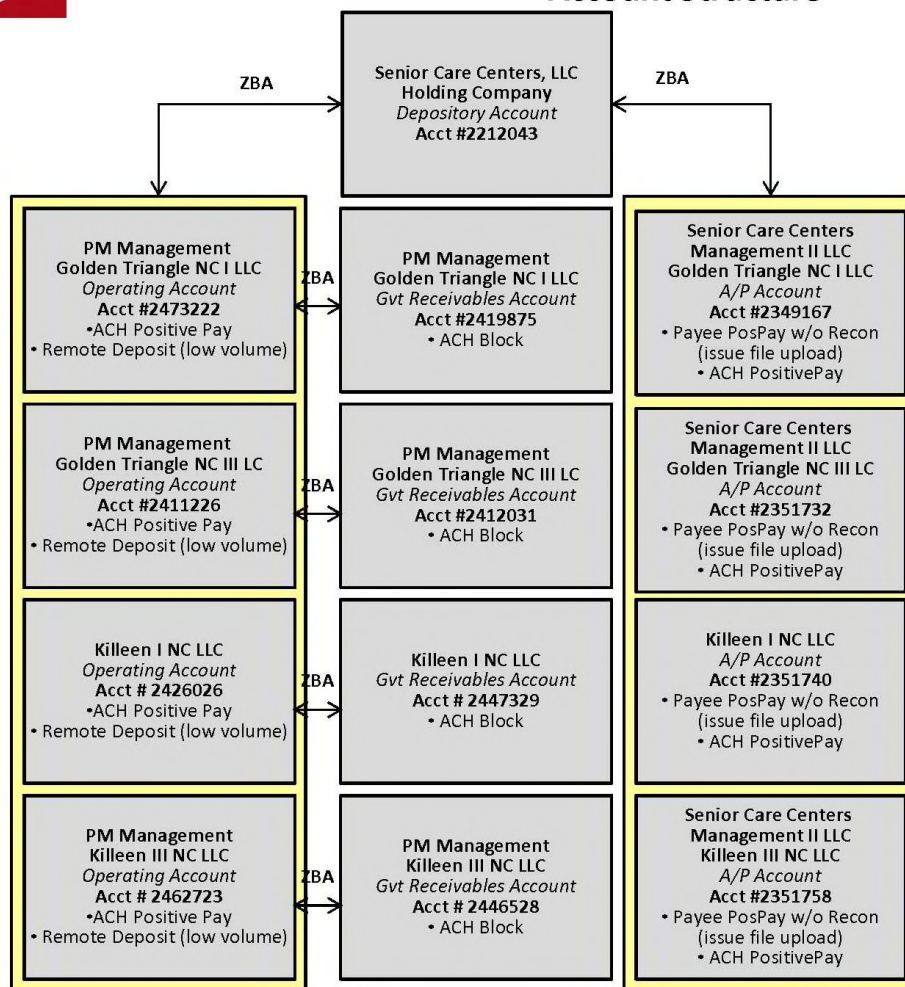


Business NetBanking ID #622374:

- Info Reporting – All Accounts
- E-Statements – All Accounts
- Stops – All Accounts
- ACH direct debits (templates) – Depository Accts
- ACH direct deposit (upload) – Depository Accts



Senior Care Centers, LLC Account Structure

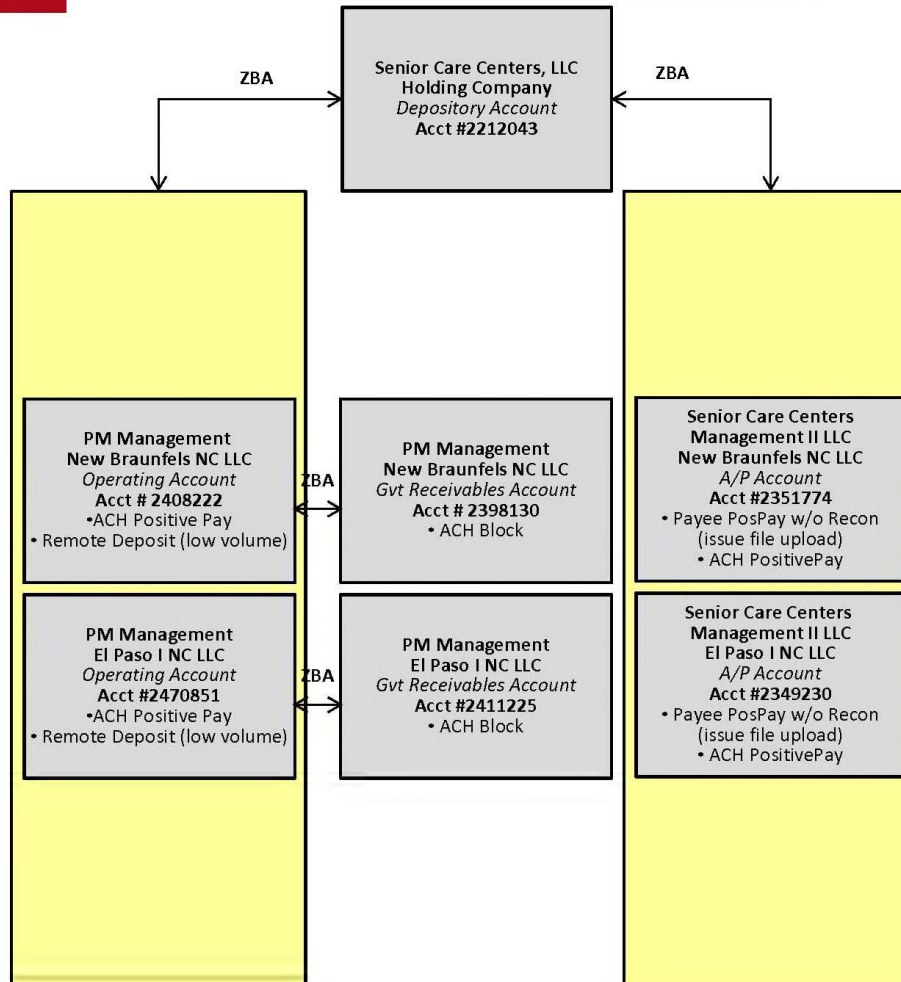


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- E-Statements – All Accounts
- Stops – All Accounts
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- ACH direct deposit (upload) – Depository Accts



Senior Care Centers, LLC Account Structure

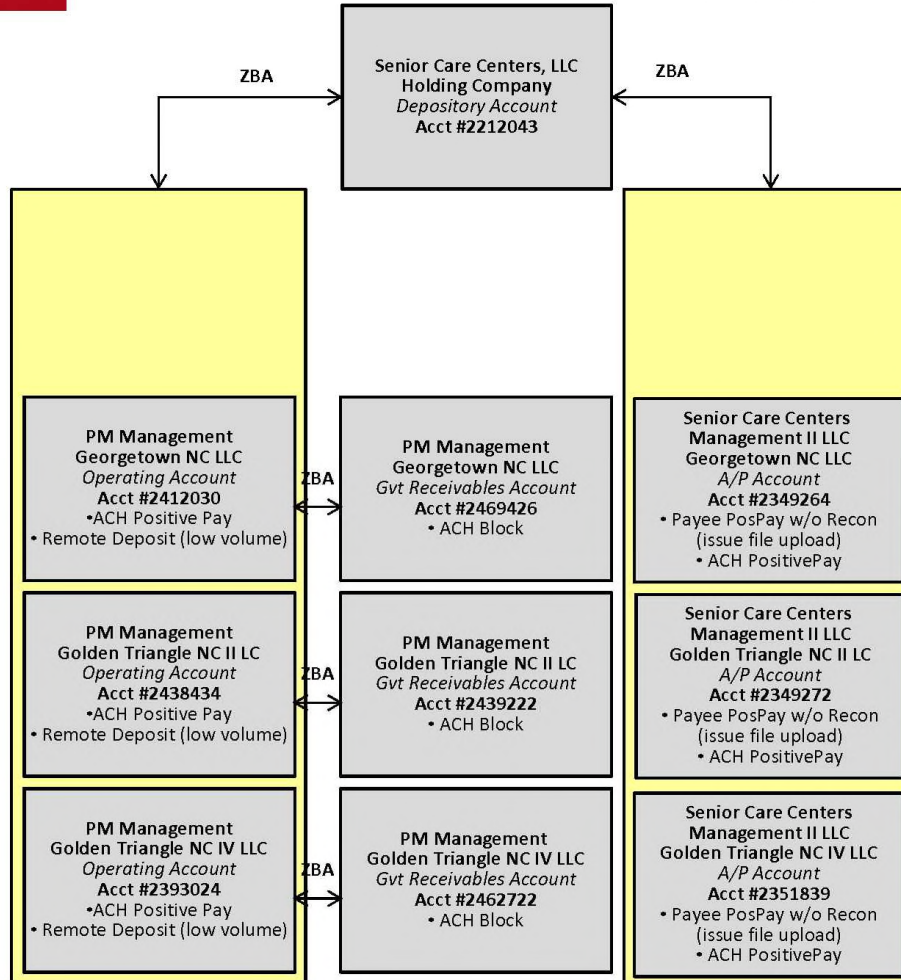


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Senior Care Centers, LLC Account Structure

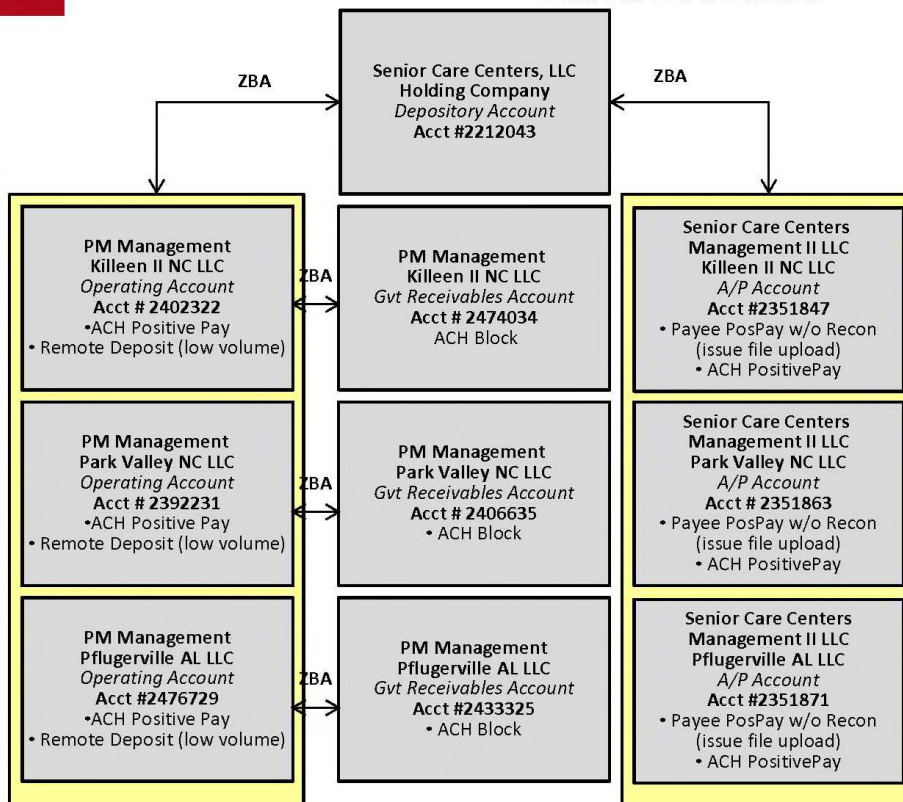


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Senior Care Centers, LLC Account Structure

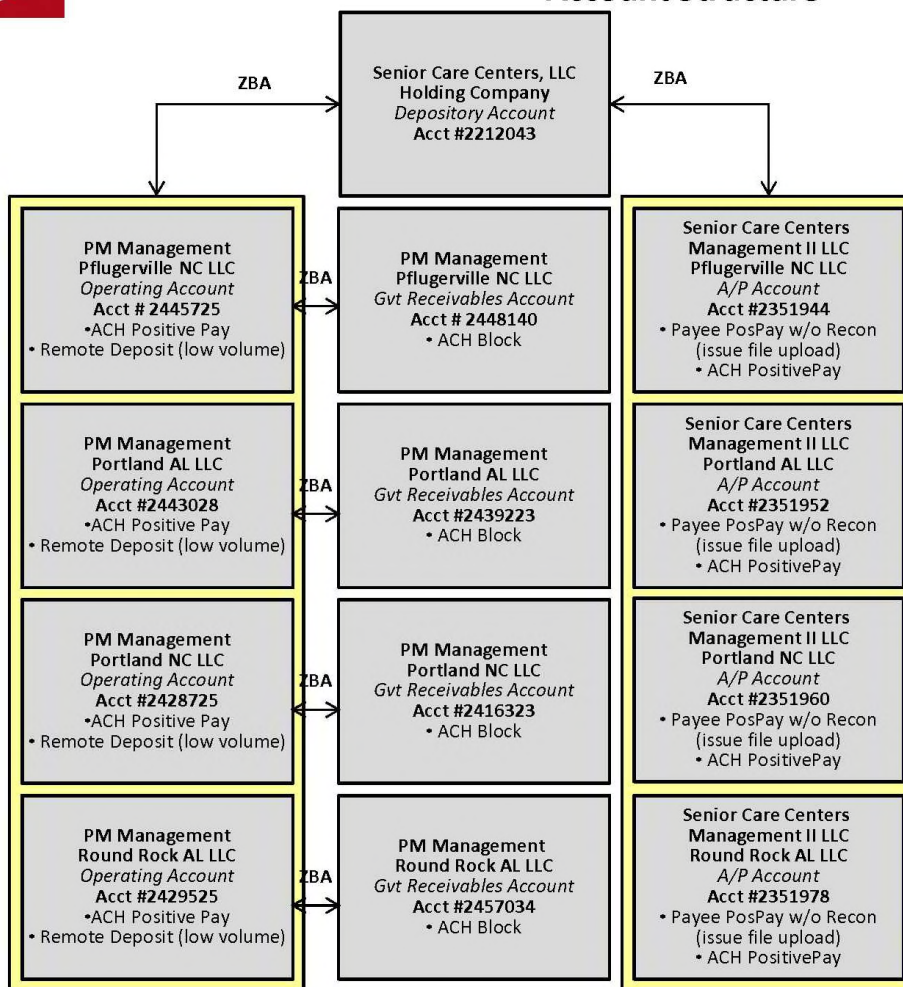


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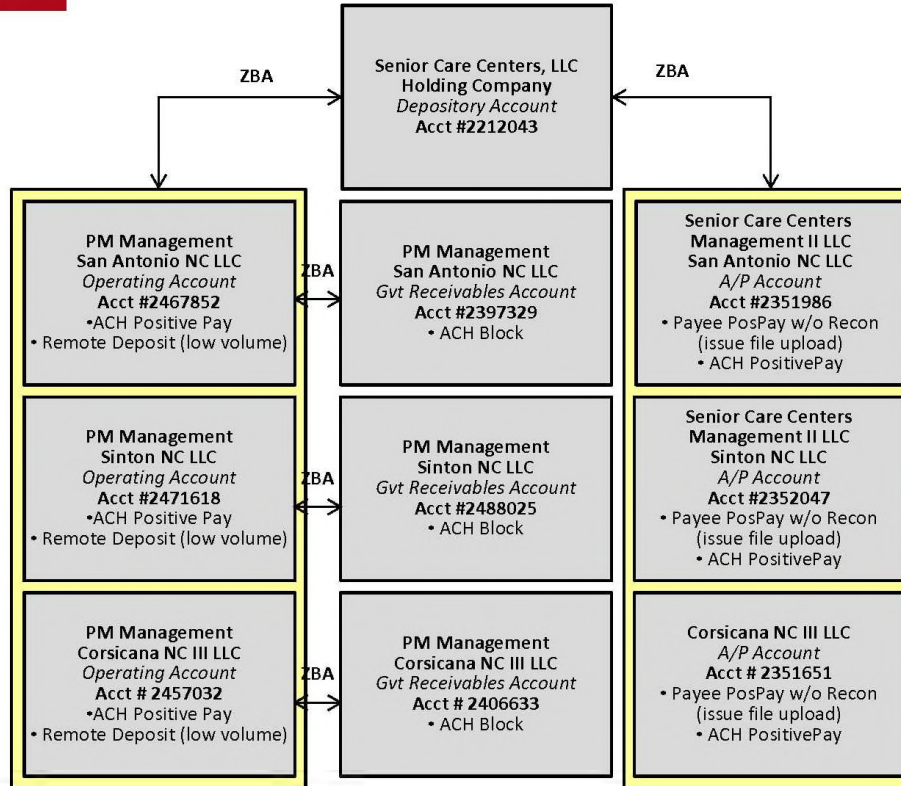


Senior Care Centers, LLC Account Structure



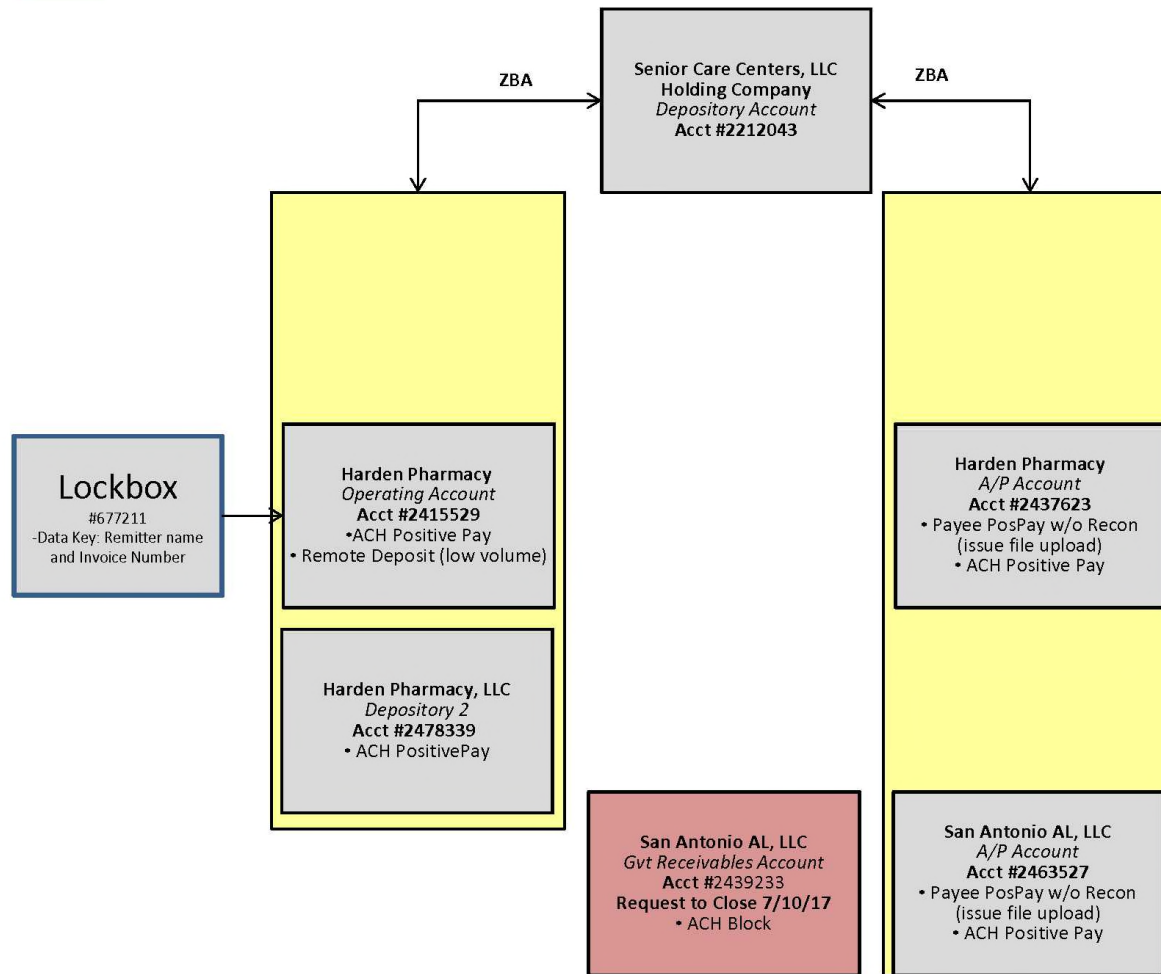


Senior Care Centers, LLC Account Structure





Senior Care Centers, LLC Account Structure



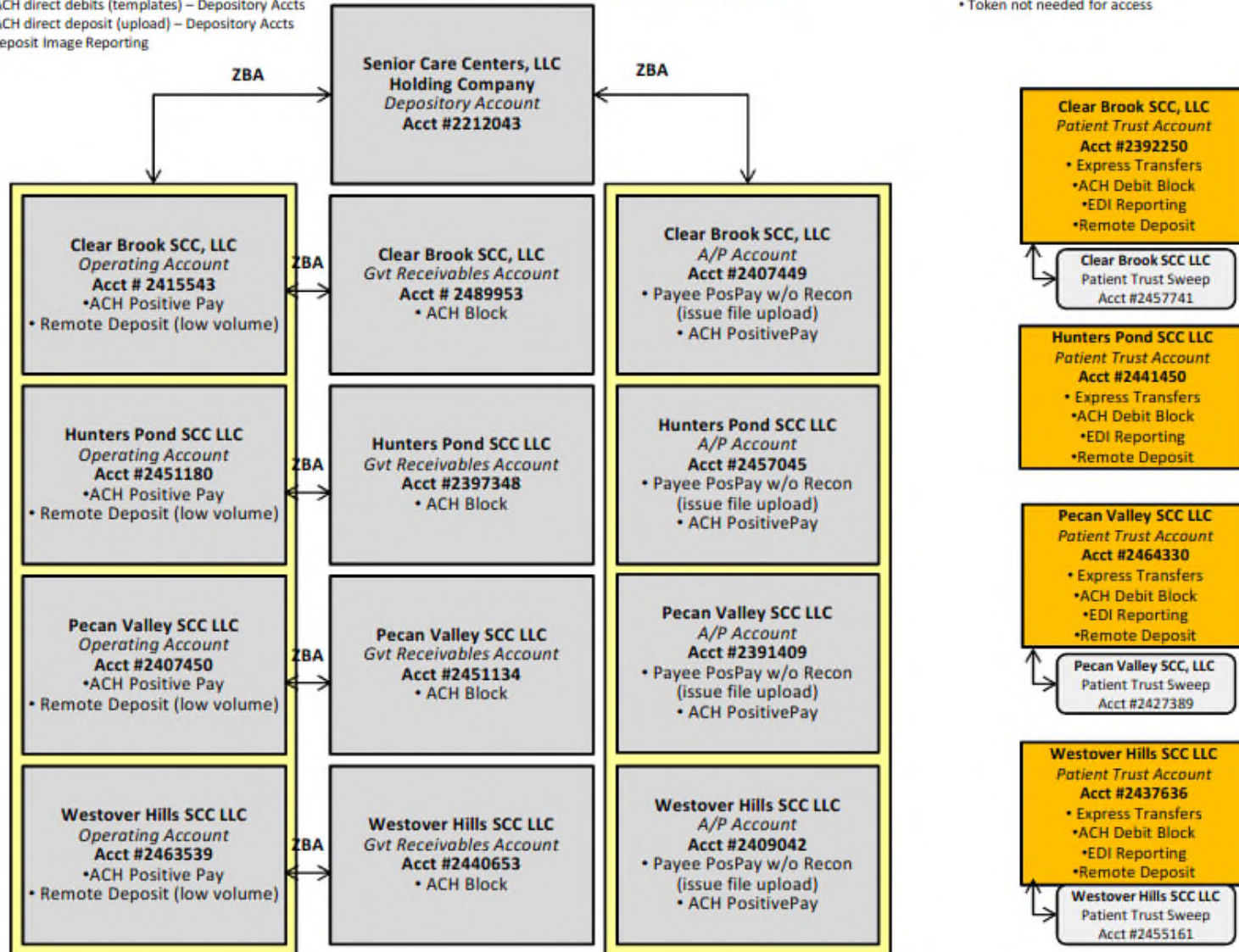
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- Deposit Image Reporting

Senior Care Centers, LLC Account Structure

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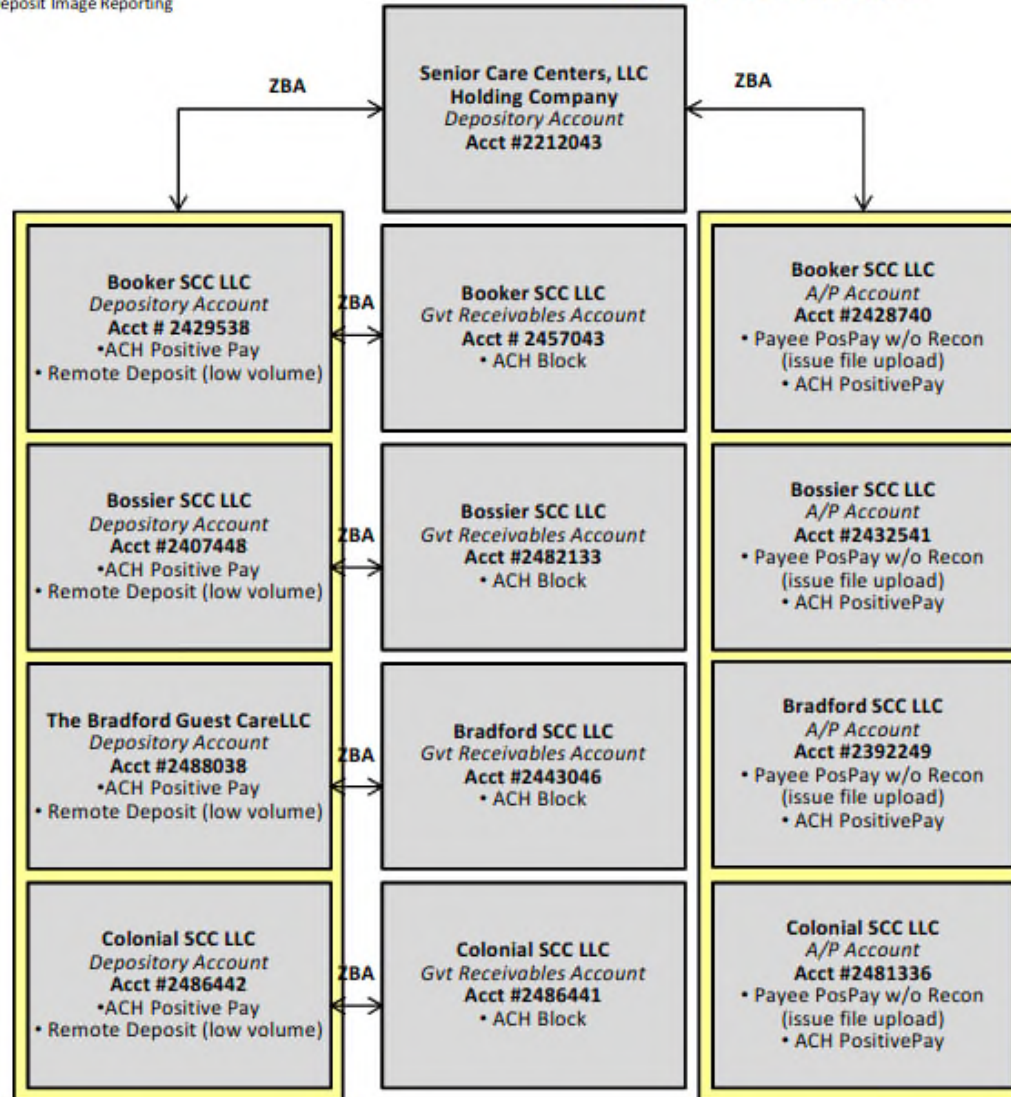
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- Token not needed for access



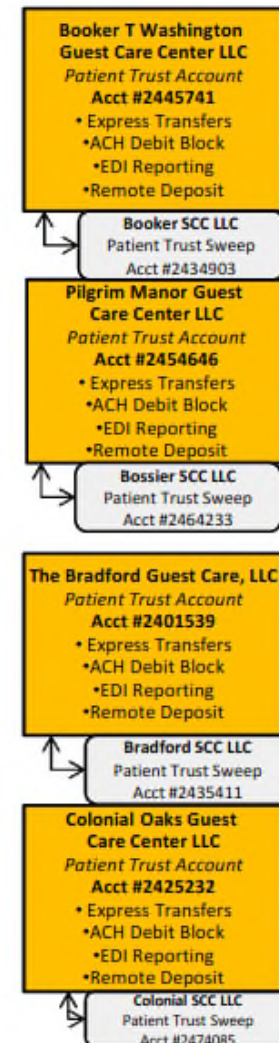
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- Stops – All Accounts
- Deposit Image Reporting

Senior Care Centers, LLC Account Structure

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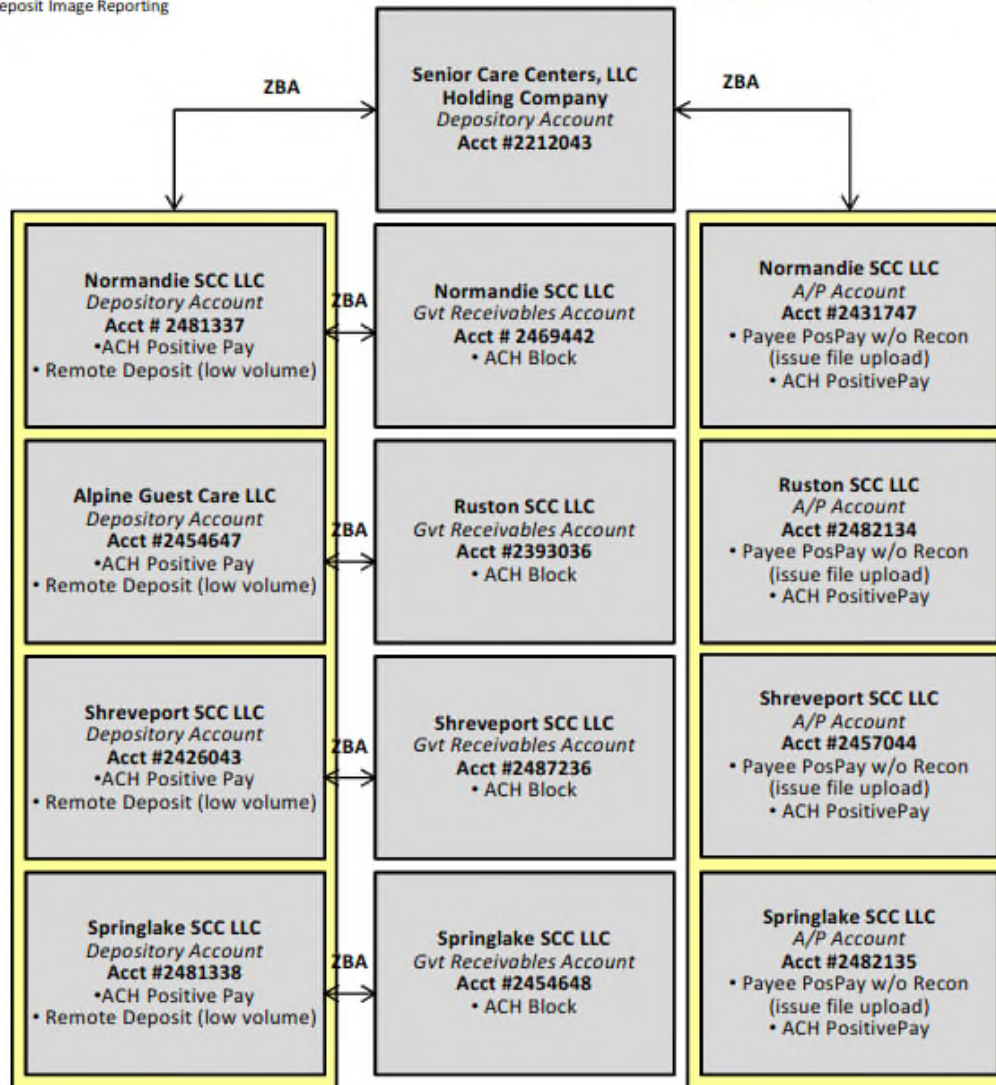
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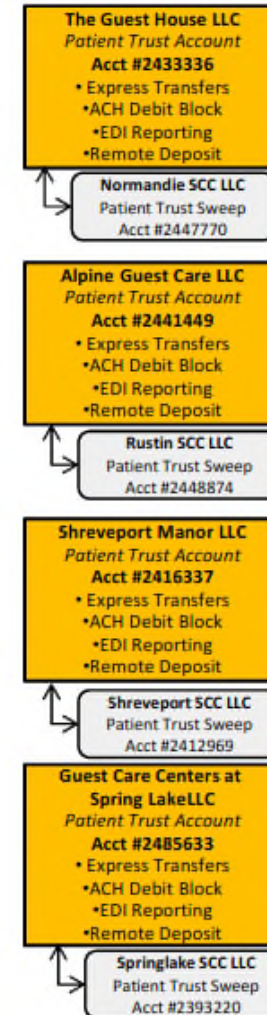
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- Stops – All Accounts
- Deposit Image Reporting

Senior Care Centers, LLC Account Structure

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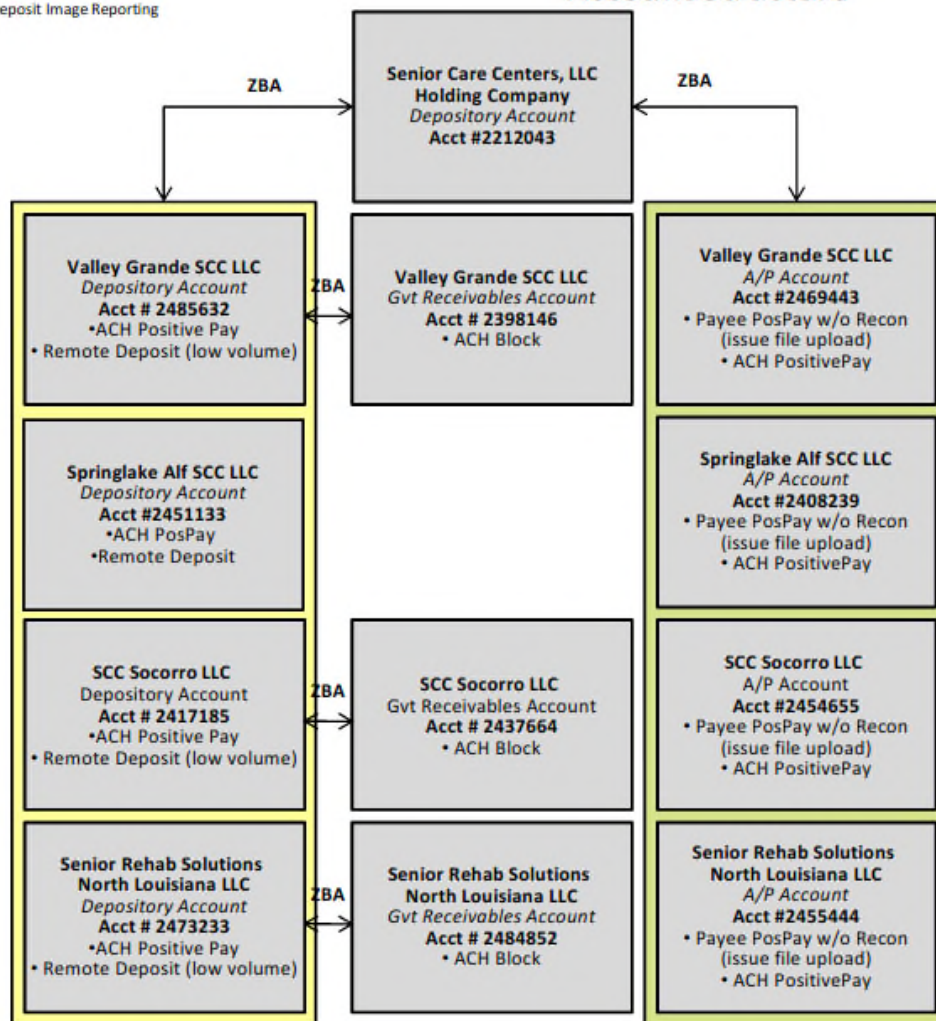
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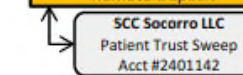
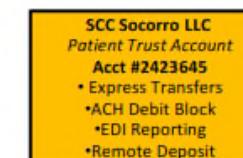
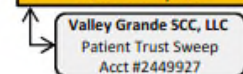
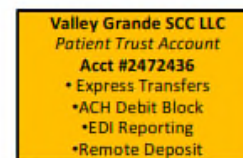
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- Deposit Image Reporting

Senior Care Centers, LLC Account Structure

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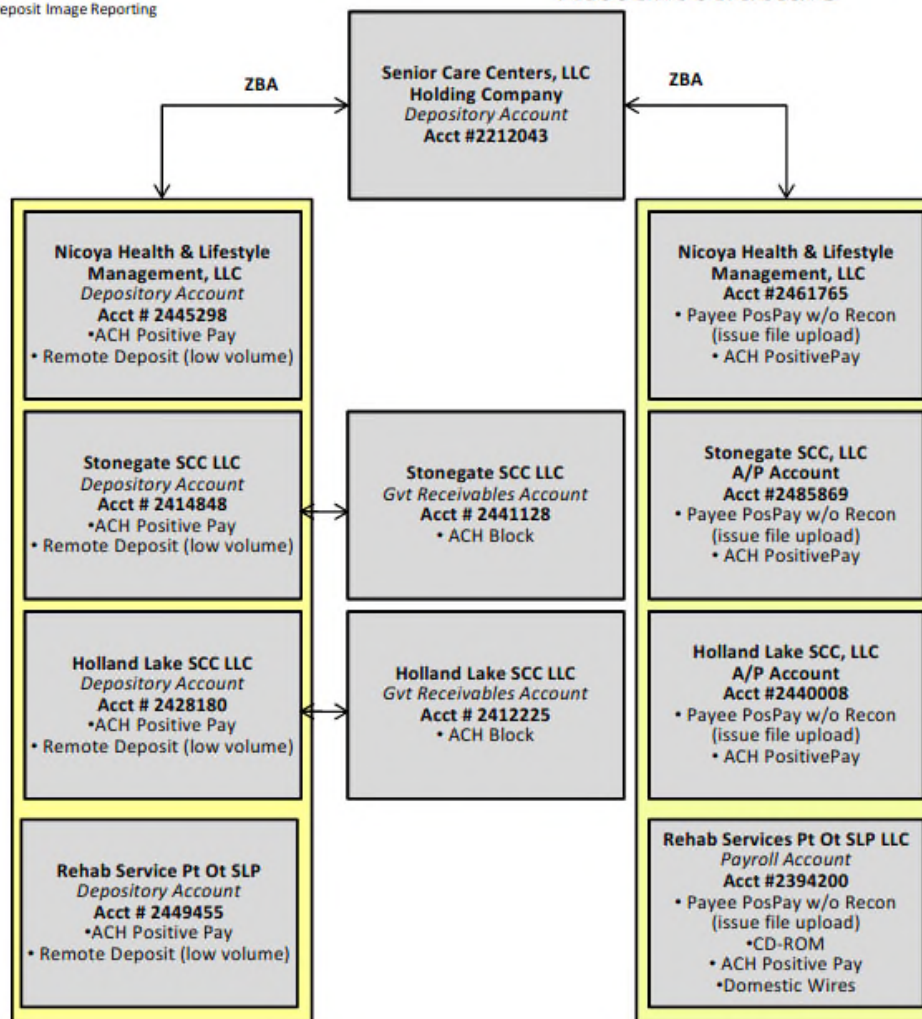
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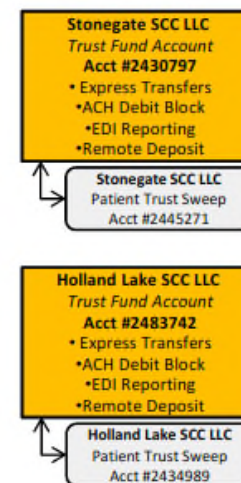
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- E-Statements – All Accounts
- Stops – All Accounts
- Deposit Image Reporting

Senior Care Centers, LLC Account Structure

**Business NetBanking ID #790943:**

- Reporting for Patient Trust accounts only
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- Add to BNB ID #622374 as well for Reporting and Stops



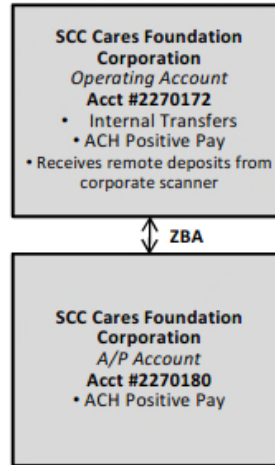
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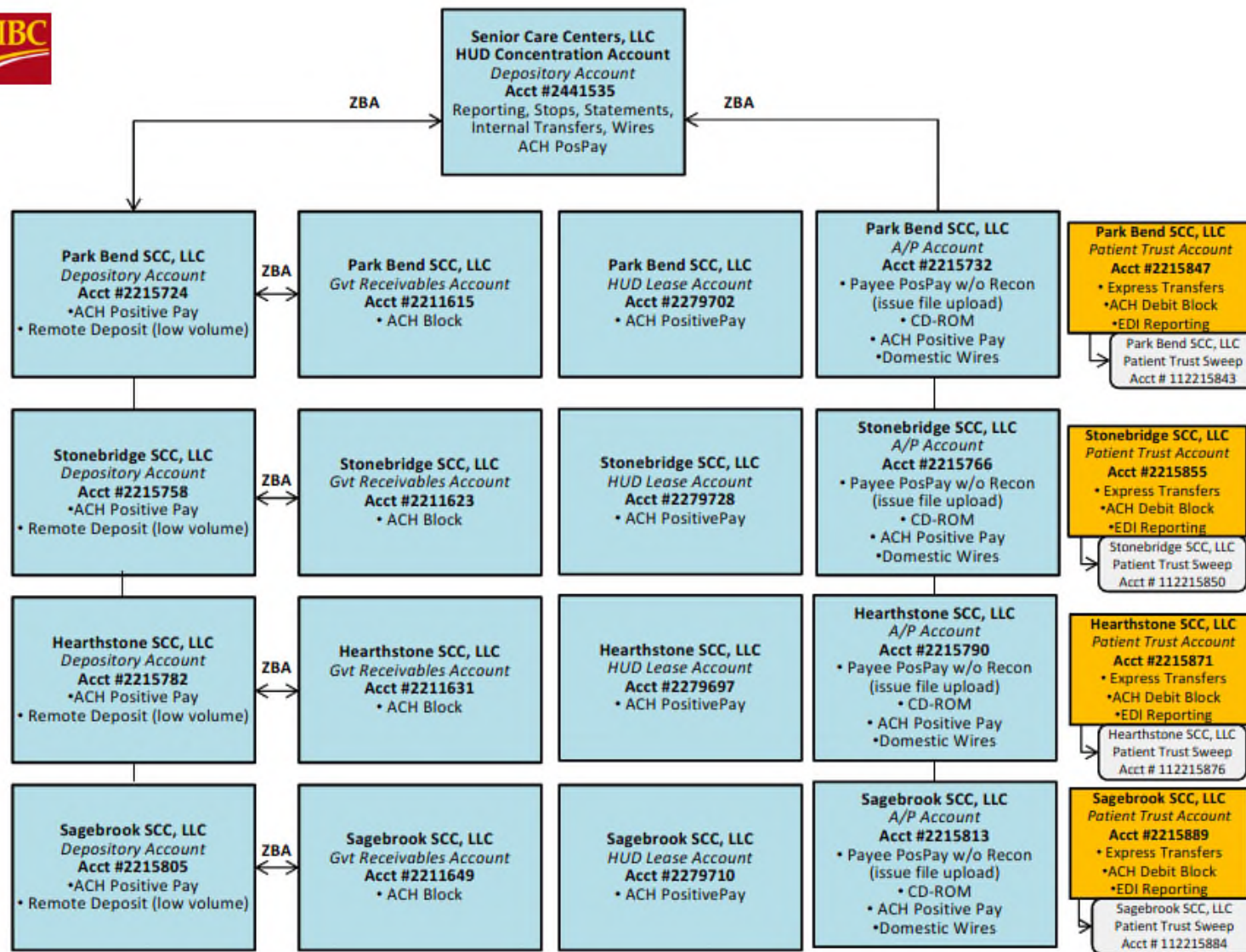
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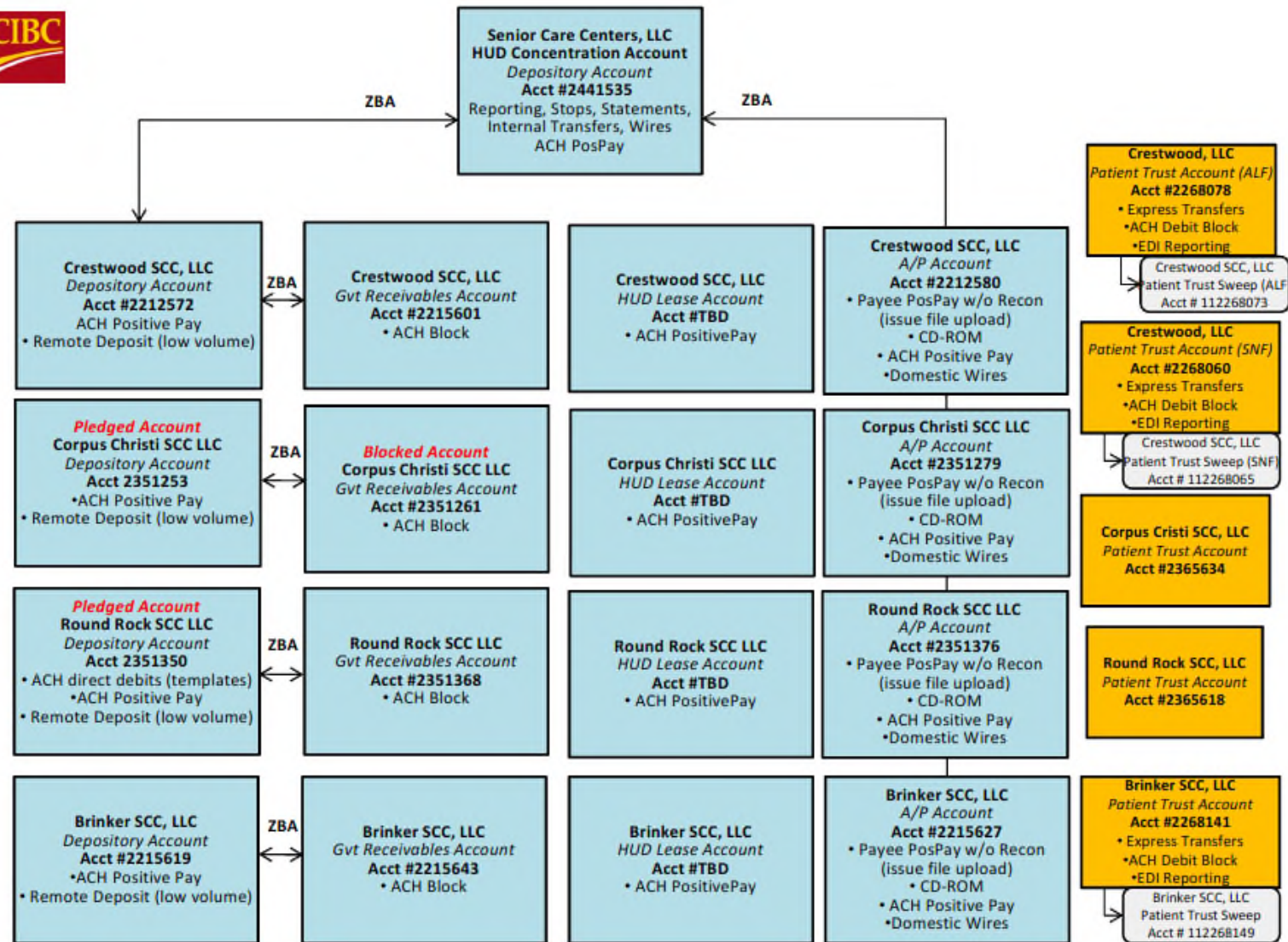
Senior Care Centers, LLC Account Structure

Composite Fee Account-Full Waiver

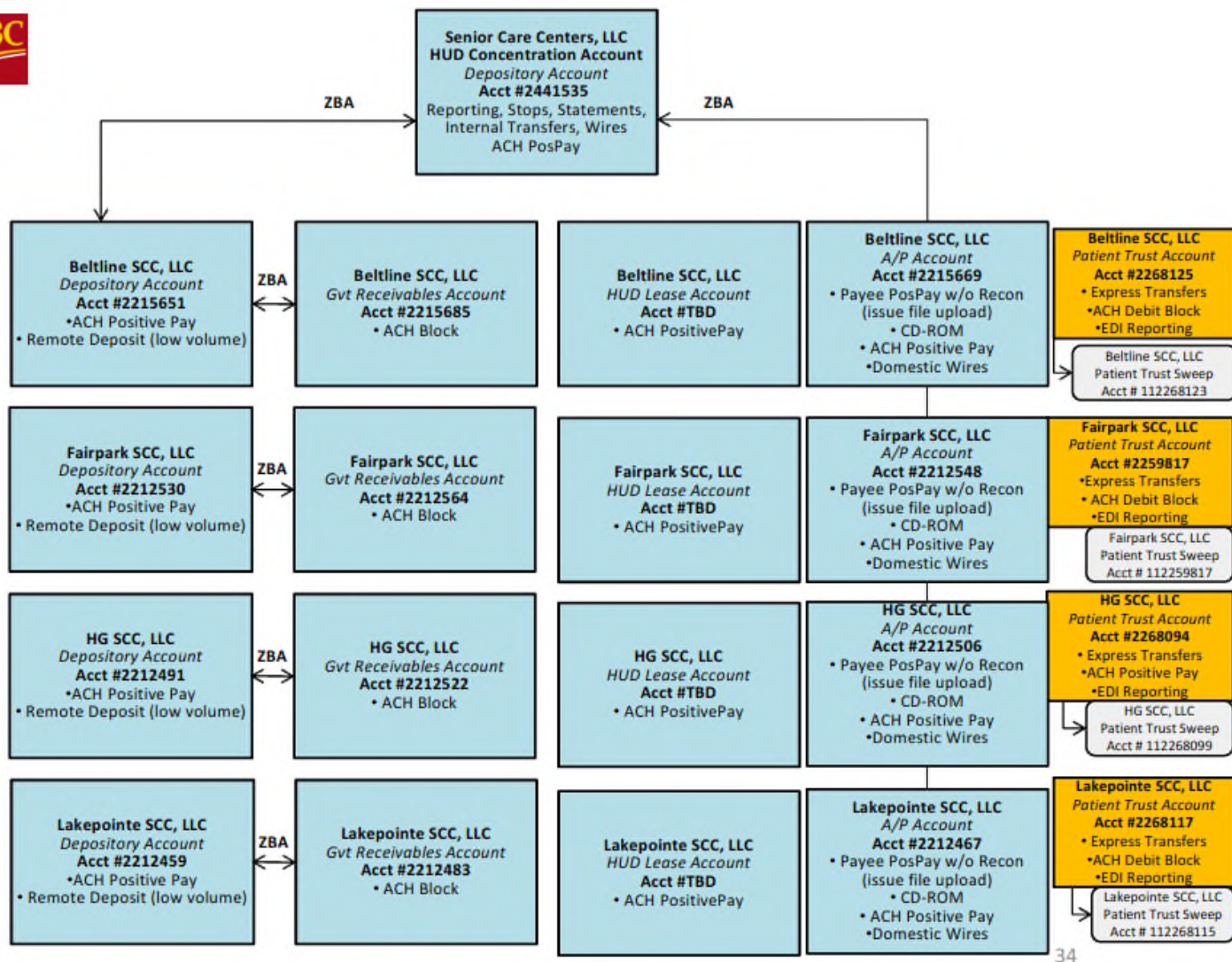


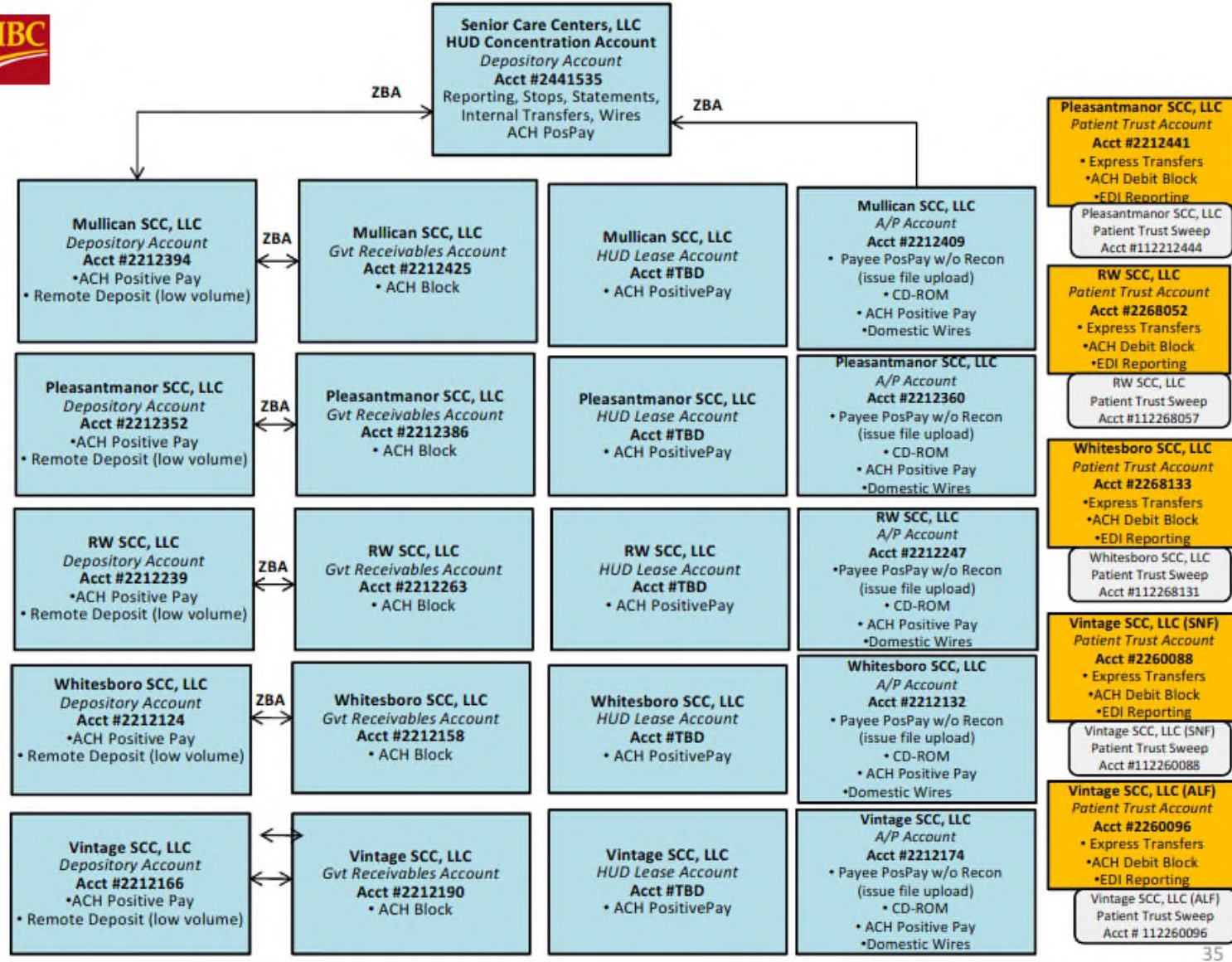


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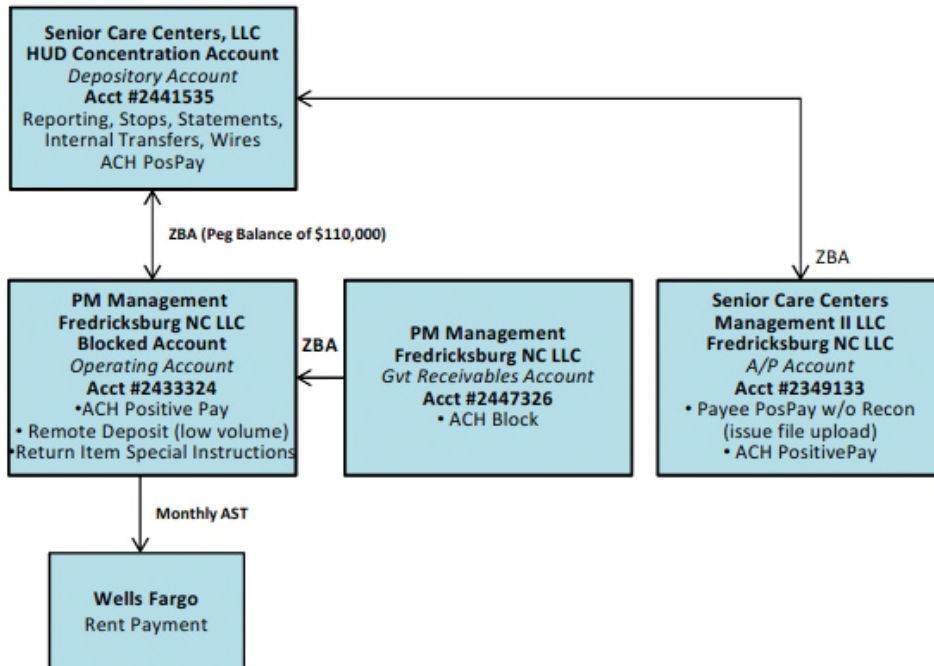
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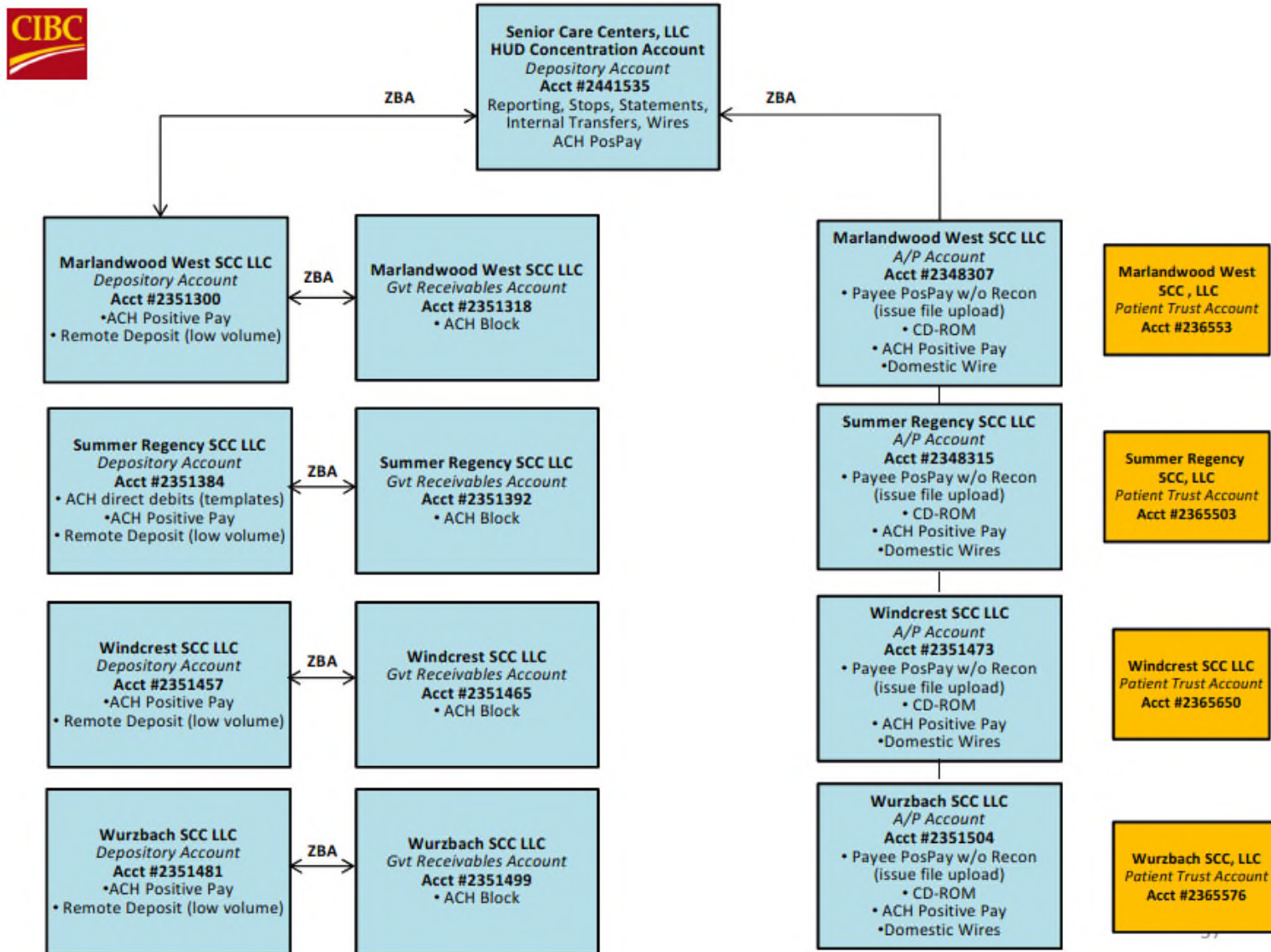


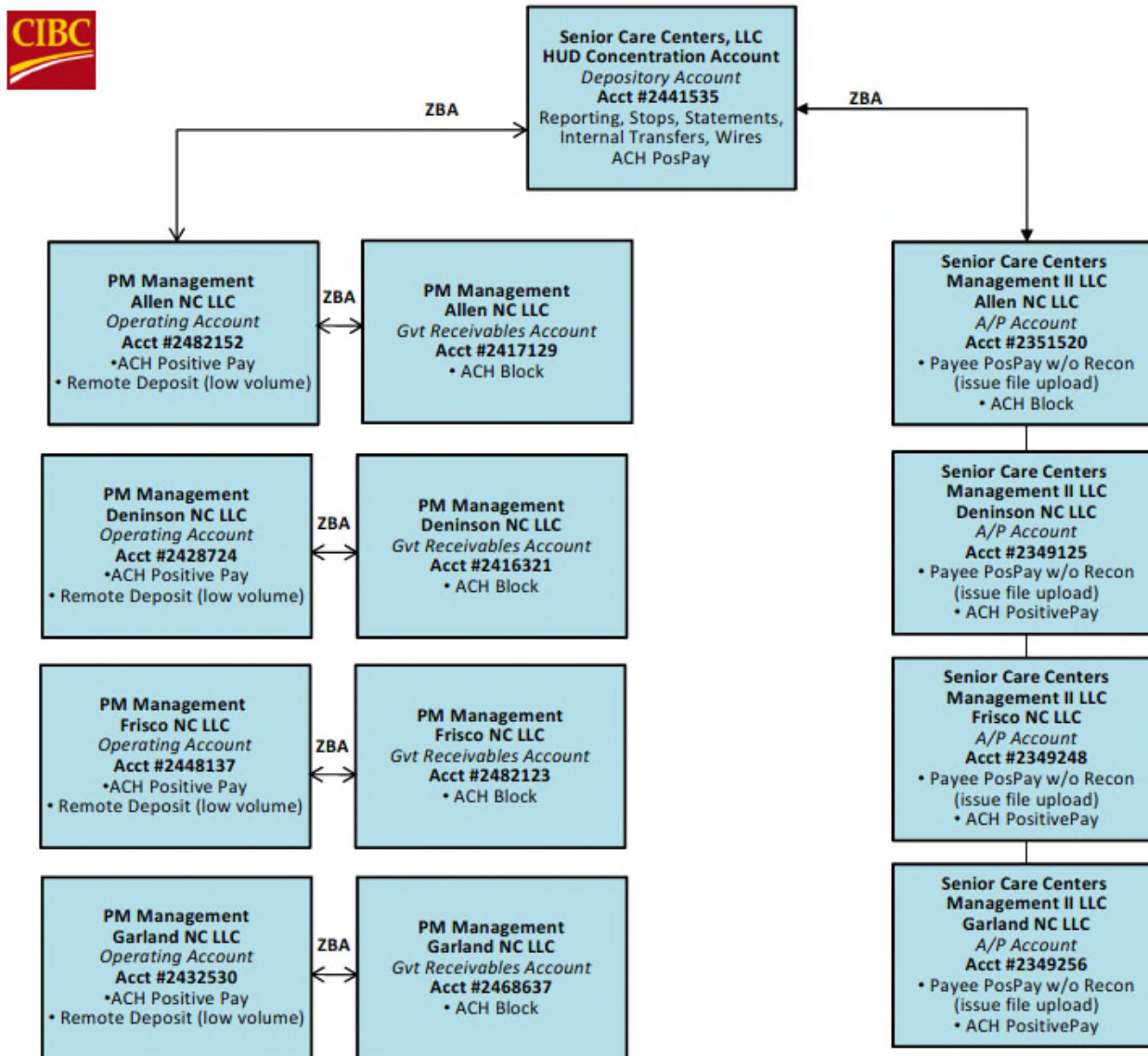


Senior Care Centers, LLC Account Structure



Return Items on 3324 to hit 1535 with
Notification to SCC





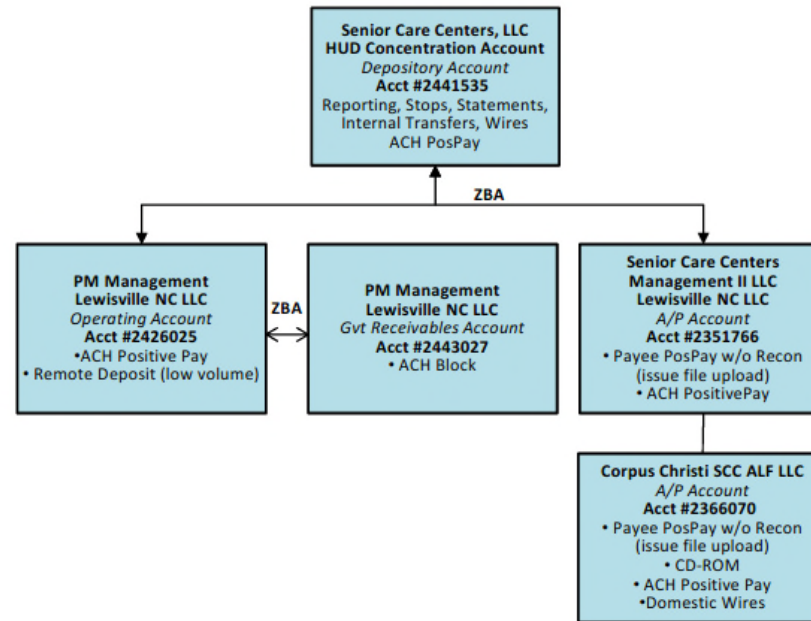


Exhibit A

(Sorted Alphabetically)

#	Debtor Name	Case No.	EIN
1.	Alief SCC LLC	18-33987	0523
2.	Bandera SCC LLC	18-33989	0617
3.	Baytown SCC LLC	18-33992	0778
4.	Beltline SCC LLC	18-33996	7264
5.	Booker SCC LLC	18-33999	0967
6.	Bossier SCC LLC	18-34003	2017
7.	Bradford SCC LLC	18-34004	9535
8.	Brinker SCC LLC	18-34005	7304
9.	Brownwood SCC LLC	18-33968	0677
10.	Capitol SCC LLC	18-34006	1750
11.	CapWest-Texas LLC	18-34008	4897
12.	Cedar Bayou SCC LLC	18-34010	8889
13.	Clear Brook SCC LLC	18-34012	1877
14.	Colonial SCC LLC	18-34014	4385
15.	Community SCC LLC	18-33969	7951
16.	Corpus Christi SCC LLC	18-34016	9807
17.	Crestwood SCC LLC	18-34017	7349
18.	Crowley SCC LLC	18-33970	6697
19.	CTLTC Real Estate, LLC	18-34018	0202
20.	Fairpark SCC LLC	18-34020	7381
21.	Gamble Hospice Care Central LLC	18-34022	6688
22.	Gamble Hospice Care Northeast LLC	18-34025	6661
23.	Gamble Hospice Care Northwest LLC	18-34027	2044
24.	Gamble Hospice Care of Cenla LLC	18-34029	4510
25.	Green Oaks SCC LLC	18-33971	7218
26.	Harbor Lakes SCC LLC	18-33972	7299
27.	Harden HUD Holdco LLC	18-34032	1502
28.	Harden Non-HUD Holdco LLC	18-34035	3391
29.	Harden Pharmacy LLC	18-34036	1995
30.	Hearthstone SCC LLC	18-34037	9154
31.	Hewitt SCC LLC	18-33973	7237
32.	HG SCC LLC	18-34040	7415
33.	Hill Country SCC LLC	18-34043	4199
34.	Holland SCC LLC	18-33974	1427
35.	Hunters Pond SCC LLC	18-34045	2886
36.	Jacksonville SCC LLC	18-34046	4216
37.	La Hacienda SCC LLC	18-34049	1074
38.	Lakepointe SCC LLC	18-34050	7457
39.	Major Timbers LLC	18-34052	7477
40.	Marlandwood East SCC LLC	18-34054	1871

#	Debtor Name	Case No.	EIN
41.	Marlandwood West SCC LLC	18-34058	2192
42.	Meadow Creek SCC LLC	18-34064	9278
43.	Midland SCC LLC	18-34065	4231
44.	Mill Forest Road SCC LLC	18-34066	5137
45.	Mission SCC LLC	18-33975	8086
46.	Mullican SCC LLC	18-34067	7499
47.	Mystic Park SCC LLC	18-34068	1898
48.	Normandie SCC LLC	18-34069	1542
49.	Onion Creek SCC LLC	18-34070	7425
50.	Park Bend SCC LLC	18-34071	9410
51.	Pasadena SCC LLC	18-34072	1694
52.	Pecan Tree SCC LLC	18-34073	4241
53.	Pecan Valley SCC LLC	18-34074	9585
54.	Pleasantmanor SCC LLC	18-34075	7536
55.	PM Management - Allen NC LLC	18-34076	4961
56.	PM Management - Babcock NC LLC	18-34077	7829
57.	PM Management - Cedar Park NC LLC	18-34078	1050
58.	PM Management - Corpus Christi NC II LLC	18-34079	5231
59.	PM Management - Corpus Christi NC III LLC	18-34080	5129
60.	PM Management - Corsicana NC II LLC	18-34081	9281
61.	PM Management - Corsicana NC III LLC	18-34082	9353
62.	PM Management - Corsicana NC LLC	18-34083	1333
63.	PM Management - Denison NC LLC	18-34084	5022
64.	PM Management - El Paso I NC LLC	18-34085	2965
65.	PM Management - Fredericksburg NC LLC	18-34086	0599
66.	PM Management - Frisco NC LLC	18-34087	5082
67.	PM Management - Garland NC LLC	18-33979	5137
68.	PM Management - Golden Triangle NC I LLC	18-33980	9478
69.	PM Management - Golden Triangle NC II LLC	18-33981	9536
70.	PM Management - Golden Triangle NC III LLC	18-33982	9597
71.	PM Management - Golden Triangle NC IV LLC	18-33983	9654
72.	PM Management - Killeen I NC LLC	18-33984	3105
73.	PM Management - Killeen II NC LLC	18-33985	3179
74.	PM Management - Killeen III NC LLC	18-33986	3245
75.	PM Management - Lewisville NC LLC	18-33988	5296
76.	PM Management - New Braunfels NC LLC	18-33990	6293
77.	PM Management - Park Valley NC LLC	18-33991	7186
78.	PM Management - Pflugerville AL LLC	18-33993	4007
79.	PM Management - Portland AL LLC	18-33994	5018
80.	PM Management - Portland NC LLC	18-33995	4928
81.	PM Management - Round Rock AL LLC	18-33997	5304
82.	PM Management - San Antonio NC LLC	18-33998	1216
83.	Presidential SCC LLC	18-34000	1913
84.	Redoak SCC LLC	18-33976	7569

#	Debtor Name	Case No.	EIN
85.	Riverside SCC LLC	18-34001	1889
86.	Round Rock SCC LLC	18-34002	8936
87.	Rowlett SCC LLC	18-34007	7606
88.	Ruston SCC LLC	18-34009	0242
89.	RW SCC LLC	18-34011	7631
90.	Sagebrook SCC LLC	18-34013	9571
91.	San Angelo SCC LLC	18-34015	4254
92.	SCC Edinburg LLC	18-34019	1195
93.	SCC Hospice Holdco LLC	18-34021	3166
94.	SCC Senior Care Investments LLC	18-34023	4123
95.	SCC Socorro LLC	18-34024	5459
96.	Senior Care Center Management II LLC	18-34026	1280
97.	Senior Care Center Management LLC	18-34028	7811
98.	Senior Care Centers Home Health, LLC	18-34030	1931
99.	Senior Care Centers LLC	18-33967	8550
100.	Senior Rehab Solutions LLC	18-34031	4829
101.	Senior Rehab Solutions North Louisiana LLC	18-34033	1690
102.	Shreveport SCC LLC	18-34034	1659
103.	Solutions 2 Wellness LLC	18-34038	4065
104.	South Oaks SCC LLC	18-34039	8002
105.	Springlake ALF SCC LLC	18-34041	2436
106.	Springlake SCC LLC	18-34042	9102
107.	Stallings Court SCC LLC	18-33977	7393
108.	Stonebridge SCC LLC	18-34044	9234
109.	Stonegate SCC LLC	18-33978	3005
110.	Summer Regency SCC LLC	18-34047	7782
111.	TRISUN Healthcare LLC	18-34048	2497
112.	Valley Grande SCC LLC	18-34051	1341
113.	Vintage SCC LLC	18-34053	7710
114.	West Oaks SCC LLC	18-34055	9535
115.	Western Hills SCC LLC	18-34056	1922
116.	Weston Inn SCC LLC	18-34057	7871
117.	Westover Hills SCC LLC	18-34059	3303
118.	Whitesboro SCC LLC	18-34060	7745
119.	Windcrest SCC LLC	18-34061	9541
120.	Windmill SCC LLC	18-34062	8067
121.	Wurzbach SCC LLC	18-34063	9920

Exhibit B

Proposed Interim Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Joint Administration Requested)
	§	

**INTERIM ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING CASH
MANAGEMENT SYSTEM, INCLUDING MAINTENANCE OF EXISTING BANK
ACCOUNTS, CHECKS, AND BUSINESS FORMS, AND (II) AUTHORIZING
CONTINUATION OF EXISTING DEPOSIT PRACTICES**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an (this “**Order**”) (i) authorizing, but not directing, the Debtors to continue to maintain and use their existing cash management system, including maintenance of existing bank accounts, checks, and business forms; (ii) granting the Debtors a waiver of certain bank account and related requirements of the U.S. Trustee to the extent that such requirements are inconsistent with the Debtors’ practices under their existing cash management system or other actions described in the Motion or this Interim Order; and (iii) authorizing, but not directing, the Debtors to continue to maintain and

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is attached to the Motion as Exhibit A.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

use their existing deposit practices notwithstanding the provisions of Bankruptcy Code section 345(b); the Court having reviewed the Motion and the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. The Debtors are authorized to continue to use their existing Cash Management System and shall maintain through the use of detailed records reflecting all transfers of funds under the terms and conditions provided for by the existing agreements with the institutions participating in the Cash Management System, except as modified by this Interim Order. In connection with the ongoing use of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced, and recorded properly. The Debtors must continue to maintain current records of all transfers of cash so that all transactions can be readily ascertained, traced, properly recorded, and distinguished between prepetition and postpetition transactions on intercompany accounts, and shall include a detailed accounting of such intercompany transactions in the Debtors' monthly operating reports.

3. The Debtors are authorized to (a) continue to use any and all of the Debtor Bank Accounts in existence as of the Petition Date, including, but not limited to, the Debtor Bank Accounts identified on Attachment 1 to the Motion, in the same manner and with the same account numbers, styles, and document forms as are currently employed; (b) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course by all usual means, including checks, wire transfers, drafts, and electronic fund transfers or other items presented, issued, or drawn on the Debtor Bank Accounts; (c) pay ordinary course bank fees in connection with the Debtor Bank Accounts, including any fees arising prior to the Petition Date; (d) perform their obligations under the documents and agreements governing the Debtor Bank Accounts; and (e) for all purposes, treat the Debtor Bank Accounts as accounts of the Debtors in their capacity as debtors in possession.

4. In each instance where the Debtors hold Debtor Bank Accounts at banks that are party to a Uniform Depository Agreement with the U.S. Trustee, within fifteen (15) days of entry of this Interim Order, the Debtors shall (a) contact each bank, (b) provide the bank with the Debtors' employer identification numbers, and (c) identify each of its bank accounts held at such banks as being held by a debtor in possession in a bankruptcy case. In each instance where the Debtors hold Debtor Bank Accounts at banks that are not a party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within forty-five (45) days of the date of this Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

5. The Debtors are authorized to continue to use their existing checks, correspondence, and other business forms without alteration or change and without the designation “Debtor in Possession” or a bankruptcy case number imprinted upon them. Notwithstanding the foregoing, once the Debtors’ existing checks have been used, the Debtors shall, when reordering checks, require the designation “Debtor in Possession” and the corresponding bankruptcy case number on all checks; provided that, with respect to checks that the Debtors or their agents print themselves, the Debtors shall begin printing the “Debtor in Possession” legend on such items within ten (10) days of the date of entry of this Interim Order.

6. The Debtors are authorized to continue to utilize all third-party providers necessary for the administration of their Cash Management System, including their payroll processor, Automatic Data Processing, Inc. In addition, the Debtors are authorized, but not directed, to pay all prepetition or postpetition amounts due to such third-party providers.

7. *Nunc pro tunc* to the Petition Date, and subject to the terms of this Interim Order, all Banks at which the Debtor Bank Accounts are maintained are authorized and directed to continue to administer, service, and maintain the Debtor Bank Accounts as such accounts were administered, serviced, and maintained prepetition, without interruption and in the ordinary course (including making deductions for bank fees and expenses), and, when requested by the Debtors in their sole discretion, to honor any and all checks, drafts, wires, electronic fund transfers, or other items presented, issued, or drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising on or after the Petition Date; provided, however, that unless otherwise ordered by the Court, no checks, drafts, electronic funds transfers (excluding any electronic funds transfer that the Banks are obligated to settle), or other items presented, issued,

or drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising prior to the Petition Date shall be honored.

8. Each Bank shall implement reasonable handling procedures designed to effectuate the terms of this Interim Order. No Bank that implements such handling procedures and then honors a prepetition check or item drawn on any account that is the subject of this Interim Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in the good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as a result of a good faith error made despite implementation of such handling procedures, shall be deemed to be liable to the Debtors or their estates on account of such prepetition check or item being honored postpetition or otherwise in violation of this Interim Order.

9. The Debtors are authorized to implement such reasonable changes, consistent with this Interim Order, to the Cash Management System as the Debtors may deem necessary or appropriate (subject to the documents governing the CIBC credit facility), including, without limitation, closing any of the Debtor Bank Accounts or opening any additional bank accounts following the Petition Date (the “**New Accounts**”) wherever the Debtors deem that such accounts are needed or appropriate. Notwithstanding the foregoing, the Debtors shall open such New Account(s) at banks that have executed a Uniform Depository Agreement with the U.S. Trustee, or at such banks that are willing to immediately execute such an agreement, and any New Account that the Debtors open in the United States shall be (a) at one of the existing Banks or with a bank that is organized under the laws of the United States of America or any state therein, and that is insured by the FDIC and (b) designated a “Debtor in Possession” account by the relevant bank. The New Accounts are deemed to be Debtor Bank Accounts and are similarly subject to the rights, obligations, and relief granted in this Interim Order. The Banks are

authorized to honor the Debtors' requests to open or close (as the case may be) such Debtor Bank Account(s) or New Account(s). In the event that the Debtors open or close any Debtor Bank Accounts(s) or New Account(s), such opening or closing shall be timely indicated on the Debtors' monthly operating reports and notice of such opening or closing shall be provided to the U.S. Trustee and counsel to any official committee of unsecured creditors appointed in these Chapter 11 Cases within fifteen (15) days.

10. The Debtors are authorized to deposit funds in accordance with existing practices under the Cash Management System as in effect as of the Petition Date, subject to any reasonable changes, consistent with this Interim Order, to the Cash Management System that the Debtors may implement, and, to the extent such practices are inconsistent with the requirements of Bankruptcy Code section 345(b), such requirements are waived on an interim basis. The Debtors shall have sixty (60) days (or such additional time as the U.S. Trustee may agree to) from the Petition Date (the "**Extension Period**") within which to either come into compliance with Bankruptcy Code section 345(b) or to make such other arrangements as agreed with the U.S. Trustee. Such extension is without prejudice to the Debtors' rights to request a further extension of the Extension Period or a final waiver of the requirements under Bankruptcy Code section 345(b).

11. Despite the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate any quarterly fees due under 28 U.S.C. § 1930(a)(6).

12. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Interim Order, shall be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

13. Notwithstanding any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Bankruptcy Rule that might otherwise delay the effectiveness of this Interim Order, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

14. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Interim Order. The final hearing (the “**Final Hearing**”) to consider the entry of a final order granting the relief requested in the Motion shall be held on _____, 2019, at __:___.m. Prevailing Central Time.

15. Any objection to the entry of a final order granting the relief requested in the Motion shall be filed with the Court and served on, no later than seven (7) days prior to the commencement of the final hearing: (a) Senior Care Centers, LLC, 600 N. Pearl Street, Suite 1100, Dallas, Texas, 75201 (Attn: Kevin O’Halloran); (b) Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, Texas 75201 (Attn: Trey Monsour), and Polsinelli PC, 600 Third Avenue, 42nd Floor, New York, New York 10016 (Attn: Jeremy Johnson); (c) the Office of the United States for the Northern District of Texas, Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, TX 75242 (Attn: Meredyth Kippes); (d) counsel to CIBC Bank USA, 190 South LaSalle Street, Suite 3700, Chicago, Illinois 60603 (Attn: John Weiss); and (e) counsel to the official committee of unsecured creditors, if one is appointed.

16. Nothing in the Motion or this Interim Order, or the Debtors’ payment of any claims pursuant to this Interim Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or lien against the Debtors or their estates; (b) a waiver of the Debtors’ rights to dispute any claim or lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to Bankruptcy Code section 365; (d) an admission of the priority status of any

claim, whether under Bankruptcy Code section 503(b)(9) or otherwise; or (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid to any third party.

17. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Interim Order.

18. This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this Interim Order.

End of Order

Exhibit C

Proposed Final Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Joint Administration Requested)
	§	

**FINAL ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING CASH
MANAGEMENT SYSTEM, INCLUDING MAINTENANCE OF EXISTING BANK
ACCOUNTS, CHECKS, AND BUSINESS FORMS AND (II) AUTHORIZING
CONTINUATION OF EXISTING DEPOSIT PRACTICES**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an (this “**Order**”) (i) authorizing, but not directing, the Debtors to continue to maintain and use their existing cash management system, including maintenance of existing bank accounts, checks, and business forms; (ii) granting the Debtors a waiver of certain bank account and related requirements of the U.S. Trustee to the extent that such requirements are inconsistent with the Debtors’ practices under their existing cash management system or other actions described in the Motion or this Interim Order; and (iii) authorizing, but not directing, the Debtors to continue to maintain and use their existing deposit practices notwithstanding the provisions of Bankruptcy Code section

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is attached to the Motion as Exhibit A.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

345(b); the Court having reviewed the Motion, the First Day Declaration, and the *Interim Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Authorizing Continuation of Existing Deposit Practices* [Docket No. ____] (the “**Interim Order**”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on a final basis, as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized to continue to use their existing Cash Management System and shall maintain through the use thereof detailed records reflecting all transfers of funds under the terms and conditions provided for by the existing agreements with the institutions participating in the Cash Management System, except as modified by this Final Order. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced, and recorded properly. The Debtors must continue to maintain

current records with respect to all transfers of cash so that all transactions can be readily ascertained, traced, properly recorded, and distinguished between pre-petition and post-petition transactions on intercompany accounts, and shall include a detailed accounting of such intercompany transactions in the Debtors' monthly operating reports.

4. The Debtors are authorized to (i) continue to use any and all of the Debtor Bank Accounts in existence as of the Petition Date, including, but not limited to, the Debtor Bank Accounts identified on Attachment 1 to the Motion, in the same manner and with the same account numbers, styles, and document forms as are currently employed; (ii) deposit funds in and withdraw funds from the Debtor Bank Accounts in the ordinary course by all usual means, including checks, wire transfers, drafts, and electronic fund transfers or other items presented, issued, or drawn on the Debtor Bank Accounts; (iii) pay ordinary course bank fees in connection with the Debtor Bank Accounts, including any fees arising prior to the Petition Date; (iv) perform their obligations under the documents and agreements governing the Debtor Bank Accounts; and (v) for all purposes, treat the Debtor Bank Accounts as accounts of the Debtors in their capacities as debtors in possession.

5. In each instance where the Debtors hold Debtor Bank Accounts at banks that are party to a Uniform Depository Agreement with the U.S. Trustee, within fifteen (15) days of entry of this Final Order the Debtors shall (a) contact each bank, (b) provide the bank with each of the Debtors' employer identification numbers, and (c) identify each of its bank accounts held at such banks as being held by a debtor in possession in a bankruptcy case. In each instance where the Debtors hold Debtor Bank Accounts at banks that are not a party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within

forty-five (45) days of the date of this Final Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

6. The Debtors are authorized to continue to use their existing checks, correspondence, and other business forms without alteration or change and without the designation "Debtor in Possession" or a bankruptcy case number imprinted upon them. Notwithstanding the foregoing, once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtor in Possession" and the corresponding bankruptcy case number on all checks; provided that, with respect to checks that the Debtors or their agents print themselves, the Debtors shall begin printing the "Debtor in Possession" legend on such items within ten (10) days of the date of entry of this Final Order.

7. The Debtors are authorized to continue to utilize all third-party providers necessary for the administration of their Cash Management System, including their payroll processor, Automatic Data Processing, Inc. In addition, the Debtors are authorized, but not directed, to pay all prepetition or postpetition amounts due to such third-party providers.

8. *Nunc pro tunc* to the Petition Date, and subject to the terms of this Final Order, all Banks at which the Debtor Bank Accounts are maintained are authorized and directed to continue to administer, service, and maintain the Debtor Bank Accounts as such accounts were administered, serviced, and maintained prepetition, without interruption and in the ordinary course (including making deductions for Bank Fees and Expenses), and, when requested by the Debtors in their sole discretion, to honor any and all checks, drafts, wires, electronic fund transfers, or other items presented, issued, or drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising on or after the Petition Date; provided, however, that unless

otherwise ordered by the Court, no checks, drafts, electronic funds transfers (excluding any electronic funds transfer that the Banks are obligated to settle), or other items presented, issued, or drawn on the Debtor Bank Accounts on account of a claim against the Debtors arising prior to the Petition Date shall be honored.

9. Each Bank shall implement reasonable handling procedures designed to effectuate the terms of this Final Order. No Bank that implements such handling procedures and then honors a prepetition check or item drawn on any account that is the subject of this Final Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in the good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as a result of a good faith error made despite implementation of such handling procedures, shall be deemed to be liable to the Debtors or their estates on account of such prepetition check or item being honored postpetition or otherwise in violation of this Final Order.

10. The Debtors are authorized to implement such reasonable changes, consistent with this Final Order, to the Cash Management System as the Debtors may deem necessary or appropriate, including, without limitation, closing any of the Debtor Bank Accounts or opening any additional bank accounts following the Petition Date (the “**New Accounts**”) wherever the Debtors deem that such accounts are needed or appropriate. Notwithstanding the foregoing, the Debtors shall open such New Account(s) at banks that have executed a Uniform Depository Agreement with the U.S. Trustee, or at such banks that are willing to immediately execute such an agreement and any New Account that the Debtors open in the United States shall be (a) at one of the existing Banks or with a bank that is organized under the laws of the United States of America or any state therein, and that is insured by the FDIC and (b) designated a “Debtor in Possession” account by the relevant bank. The New Accounts are deemed to be Debtor Bank

Accounts and are similarly subject to the rights, obligations, and relief granted in this Final Order. The Banks are authorized to honor the Debtors' requests to open or close (as the case may be) such Debtor Bank Account(s) or New Account(s). In the event that the Debtors open or close any Debtor Bank Accounts(s) or New Account(s), such opening or closing shall be timely indicated on the Debtors' monthly operating reports and notice of such opening or closing shall be provided to the U.S. Trustee and counsel to any official committee of unsecured creditors appointed in these Chapter 11 Cases within fifteen (15) days.

11. The Debtors are authorized to deposit funds in accordance with existing practices under the Cash Management System as in effect as of the Petition Date, subject to any reasonable changes, consistent with this Final Order, to the Cash Management System that the Debtors may implement, and, to the extent such practices are inconsistent with the requirements of Bankruptcy Code section 345(b), such requirements are waived, on an interim basis. The Debtors shall have sixty (60) days (or such additional time as the U.S. Trustee may agree to) from the Petition Date (the "**Extension Period**") within which to either come into compliance with Bankruptcy Code section 345(b) or to make such other arrangements as agreed with the U.S. Trustee. Such extension is without prejudice to the Debtors' rights to request a further extension of the Extension Period or a final waiver of the requirements under Bankruptcy Code section 345(b).

12. Despite the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate any quarterly fees due under 28 U.S.C. § 1930(a)(6).

13. Nothing in the Motion or this Final Order, or the Debtors' payment of any claims pursuant to this Final Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or lien against the Debtors or their estates; (b) a waiver of the Debtors' rights to

dispute any claim or lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to Bankruptcy Code section 365; (d) an admission of the priority status of any claim, whether under Bankruptcy Code section 503(b)(9) or otherwise; or (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid to any third party.

14. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Final Order, shall be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

15. Notwithstanding any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Bankruptcy Rule of the Northern District of Texas that might otherwise delay the effectiveness of this Final Order, the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

16. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

17. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Final Order.

End of Order